MARVEL MASTERWORKS®

MARVEL TEAM-UP®

VOLUME 3

MARVEL TEAM-UP Nos. 23-30
& GIANT-SIZE SPIDER-MAN Nos. 1-3
LEN WEIN, GERRY CONWAY, ROSS ANDRU & JIM MOONEY

MARVEL

MARVEL MASTERWORKS

PRESENTS

MARVEL TEAM-UP

VOLUME 3

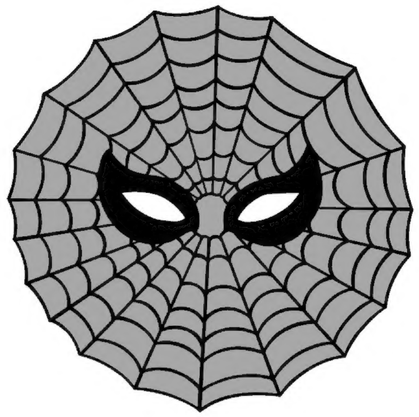
COLLECTING

MARVEL TEAM-UP NOS. 23-30

& GIANT-SIZE SPIDER-MAN NOS. 1-3

GERRY CONWAY • LEN WEIN

ROSS ANDRU • JIM MOONEY



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MARVEL MASTERWORKS
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NOS. 23-30 & GIANT-SIZE SPIDER-MAN NOS. 1-3

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INTRODUCTION
BY ROY THOMAS

"If you get a title that catches on, then add a few more, you're in for a nice profit."

Those words, referencing the smallish 1930s pulp-magazine empire of publisher Martin Goodman, have been often quoted—and, to a certain extent, they still held true at Marvel Comics, the four-color successor to that purple-prose realm, in 1974, only with Stan Lee now in the driver's seat.

Case in point: *Marvel Team-Up*, as seen in the preceding two volumes of this *Marvel Masterworks* run. Co-starring Spider-Man and some mighty Marvel guest star, *Marvel Team-Up* had done well right out of the gate in early '72. It had been a monthly from the start, so there wasn't, in those days, any means of putting out the comic more often.

So, enter: *Giant-Size Spider-Man* #1 (July '74), which hit newsstands the same day in April 1974 as *MTU* #23, starring the Human Torch. The former was the first issue of a regular quarterly title that would consist of a new 30-page Spidey story, backed up by a tale reprinted from *The Amazing Spider-Man,* and selling for fifty cents, twice the then-price of a standard comic book.

Well, actually, we should mention that the previous month had actually seen the *first* extra-length Spidey mag: *Giant-Size Super-Heroes* #1, in which Peter Parker had mixed it up with two villains, Morbius the Living Vampire and Man-Wolf, stars of their own supernatural Marvel features. (Grab your copy of *Marvel Masterworks: The Amazing Spider-Man, Vol. 14* for that adventure.) It underscores how popular the notion of combining Spidey with other characters was: the June and July '74 cover-dated titles saw the publication of two issues of *MTU* and two *Giant-Size* titles—roughly 100 pages of new tales of the web-headed wonder in tandem with his costumed colleagues!

Now, I may be the guy writing this intro, but I doubt I had all that much to do with the contents of the stories reprinted herein. Sure, I assigned writer Len Wein and penciler Ross Andru to handle *GSSM* #1, but that hardly took mutant powers. The late great Len was then the writer of *Marvel Team-Up,* and the always excellent Ross was the regular penciler of *The Amazing Spider-Man,* so who *better* to ask? Dracula was a natural to guest-star in this first issue, since he was the most popular of the various supernatural entities then lording over maybe a dozen Marvel comics—and Spidey had been the company's most popular hero for over half a decade.

To me, the most enjoyable scene in *GSSM* #1 is the one in which Peter Parker literally bumps into Drac on board an ocean liner; and, since this is the first time they've encountered each other, neither recognizes the other. Of course, on reflection, you'd imagine that Peter's vaunted spider-sense should've started tingling like crazy at the proximity of the King of Vampires…but maybe Drac was as immune to it as he was to mirrors. Perhaps, as editor, I should've noticed that—ditto Len, as writer—or maybe the artist, or one of the proofreaders. But it slipped through, and readers were free to mentally script their own explanations as to why the ever-faithful spider-sense was momentarily on the fritz.

Over in *Marvel Team-Up* #23, at the same time, the Human Torch began his tenure as guest-headliner (a job he first held back in *MTU* #18) during the months when *Giant-Size Spider-Man* came out—just to hold at bay the unlikely prospect of the web-slinger becoming overexposed. Len tied the two mags together nicely by having Spidey appear on the splash page of *MTU* #23, echoing a scene from *GSSM* #1. The art chores in *MTU* at this time were bouncing back and forth between Sal Buscema, Gil Kane, and Jim Mooney—but it was "Gentleman Jim," as Stan had nicknamed his personal friend, who would become the regular artist, beginning with #24.

You were likely to run into almost anybody in a given issue of *Marvel Team-Up.* The Human Torch/Iceman pairing in #23 was an inevitability; but in the latter half of 1974 Spidey would encounter the likes of Daredevil, the Hulk, Hercules—and Brother Voodoo. Villains, too, were roped in from hither and yon—e.g., the relatively obscure Unholy Three from early Wally Wood-illustrated issues of *Daredevil*. But we'll let you encounter the match-ups as you go through this book. Half the fun is seeing what particular triangle will rear its head in any particular issue, with two heroes battling a super-baddie or two—and, likely as not, each other.

When the time rolled around for *Giant-Size Spider-Man* #2 (while, in *MTU,* the Torch had to hot-step it to keep up with Thor), Len opted to introduce the wall-crawler to Shang-Chi, Master of Kung Fu—which meant that Sax Rohmer's immortal but much-maligned villainous creation Dr. Fu Manchu made an appearance, since he had been established from the first as Shang-Chi's father.

And thereby hangs a tale.

How *did* the most infamous incarnation of the once-vaunted and largely non-existent "yellow peril" make his way from the pulp magazines of the early 20th century into the pages of Marvel Comics?

Well, depending on how you view it, I'll have to take pretty much full credit—or blame—for that. (Personally, I consider it a credit, because Fu Manchu, all racial matters aside, is one of the great fictitious villains of all time…Professor Moriarty in a dragon-speckled robe.)

Here's how it happened: When writer Steve Englehart and artist Jim Starlin had come to me in 1973 with their idea for the "Shang-Chi" feature, I had taken to it at once. I "suggested" that they "lose the mustache" (a tiny affair anyway, as I recall) that the character sported in their initial presentation, because it would make him look older than I felt he should look—but otherwise I was happy to let those two young talents handle things, once Stan, as publisher, had given his seal of approval.

Except for one requirement: "I want him be the son of Fu Manchu."

Understandably, Steve and Jim were puzzled by this "request." The only things those two concepts had in common were the Asian theme and the particular word "Fu." But that, as I quickly explained to them, was precisely the point.

A few months earlier, the TV series *Kung Fu*, starring David Carradine as a martial artist wandering the Old West, had become a modest hit on TV…one that inspired loyalty and fervor in many who watched it. Soon afterward, the way I heard the story, several young writers for DC Comics bearded editorial director (and Hall of Fame comics artist) Carmine Infantino in his lair and tried to persuade him that DC should do a licensed comic of *Kung Fu.* I no longer recall precisely who those writers were (Denny O'Neil? Steve Skeates? Others?), but they waxed enthusiastic about the possibility. Besides, as they logically pointed out, DC's now-parent company Time-Warner also owned *Kung Fu,* so it could be a sweetheart deal, easily arranged.

Carmine, however, was unconvinced. I wouldn't be surprised if, until the moment these "young Turks" accosted him, he had never heard of *Kung Fu,* either TV series or martial art. He turned them down flat, saying he couldn't see any reason to do the comic.

"But," the writers pushed back, "if *we* don't do it, Marvel might get the rights, and how would that look?" They had a point. After all, Marvel was doing pretty well around that time with a licensed hero called Conan the Barbarian.

Carmine, though, had a ready answer for them: "Listen, if Marvel does *Kung Fu,* we'll do *Fu Manchu*!"

According to their own account, the writers just looked at each other, dumbfounded. There was no possible answer to that particular non sequitur. They left Carmine's office, crestfallen and confused… and very soon afterward I was told about that meeting, complete with the above quote. Like them, I just shook my head…and, for the moment, thought no more about it.

But, when Englehart and Starlin presented me with the comic-book concept we quickly decided to call *Master of Kung Fu* (that way, we could use the latter two words without infringing on Warner's TV trademark), it suddenly occurred to me that I could have a bit of fun with this. If we could (cheaply, of course) obtain the rights to Fu Manchu and his pulp entourage, Carmine wouldn't even be able to carry out his (probably empty) threat to counter a Marvel "kung fu" book with a DC adaptation of "Fu Manchu"—because we'd control *both* of them. Stan was agreeable to Marvel spending a token sum for the Fu Manchu rights, which turned out to be available…and we were off and running. (Well, there were problems…but they have nothing to do with *Giant-Size Spider-Man* #2, and perhaps have already been related in Marvel's wonderful hardcover *Master of Kung Fu Omnibus* volumes or elsewhere.)

Only thing is, I'd kind of outsmarted myself.

For, once Marvel ceased publishing *Master of Kung Fu* some years later, it lost the right to reprint any stories that featured Fu Manchu—which, in the early days, was nearly all of them. Marvel had to renegotiate, years afterward, to be able to reprint its own hero, Shang-Chi…and all because of my self-indulgent little in-joke. Still, things finally worked out, as the recent collections show.

Several months later, while the Human Torch held the (burning) fort over in *Marvel Team-Up* #29—working with Iron Man this time—the third issue of *Giant-Size Spider-Man* (Jan. 1975) guest-starred yet another one-time pulp-magazine star: none other than Doc Savage, the Man of Bronze. (Marvel had to make special arrangements to reprint *that* issue, as well, once it lost the license to Doc—but Cory Sedlmeier and the rest of the guys in Marvel's reprint and legal departments are nothing if not persistent, and if you run into them at a comics convention sometime, you might want to thank them for always going the extra mile. Because they do.)

Doc Savage had started out as a perfect physical and mental human specimen back in the first issue of his pulp, in March 1933. He was called "the Man of Bronze" because his skin had that particular hue. Though he had no super-powers per se, he was an influence on the later hero Superman ("the Man of Steel," the Fortress of Solitude, etc.) and on other super heroes, including the Fantastic Four. Doc had never translated as well to the comic-book format as he had to pulps and the paperback books that, beginning in the mid-1960s, reprinted his 181 classic "novels"…but Stan and I had agreed that he was a good character and that Marvel ought to give him a whirl, so we did.

Stan overruled my suggestion that we treat the new comic as a period piece, set in the 1930s; but we did work out a few compromises to try to keep some of the period feel, such as a high-powered autogyro, a sort of ancestor of the helicopter.

Doc's Marvel comics never sold particularly well, but they did lead to a visit to the Marvel offices circa 1974 by George Pal, producer/director of such films as *War of the Worlds* and *The Time Machine,* who was then preparing one about Doc Savage, to star recent "Tarzan" Ron Ely. It turned out that Pal just wanted to get Marvel's blessing to make use of two concepts that artist Ross Andru and I (who had co-plotted the issue, adapting the first *Doc* novel) had introduced in Marvel's *Doc Savage* #1: a flashly wrist device that was the virtual equal of Batman's utility belt…and an invention I'd christened "refractive glass," which bent all light images that passed through it. I'd inserted the latter into the story because in the initial pulp issue it was only by sheer unadulterated luck that a sniper firing at Doc from a nearby skyscraper missed *assassinating* the series' hero right off the bat! Needless to say, I was thrilled to see those concepts used in the film; I figured that was probably the closest I'd ever get to seeing any Marvel notions of mine utilized in an honest-to-gosh *movie!*

It's good that Ross was the penciler of *Giant-Size Spider-Man* #3, since he had drawn the earliest *Doc Savage* issues. And Len had a great inspiration: he set all the scenes that featured Doc and his associates back in 1934, so that it was really an *across-time* team-up, with Doc and Spidey battling a supernatural menace, each in his own era, while at the same time gradually becoming aware of what the other hero is doing and how it contributes to their ultimate triumph. Len also came up with a nice phrasing that summed up the other-dimensional origins of the woman Desinna in speaking to Doc: "Whereas *your* world exists in *space*—and endures in *time*—my world exists in *time*—and endures in *space.*" I'm not entirely sure how all that works out scientifically, but as glue to hold together a not-quite-time-travel story, it works beautifully.

Marvel Team-Up #30, cover-dated Feb. 1975, with its Spidey/Falcon pairing, is the only one of the issues in this volume of which I wasn't officially the Editor in Chief, since I'd stepped down from that post just after the preceding Labor Day. Of course, publishing lead time was such that it took several months for the credits to reflect these new realities. Actually, Len, who became Editor in Chief of the color comics in my wake, had left off writing *MTU* two issues before, with Gerry Conway returning to the comic he'd previously scripted. The two of them, close friends at the time, acted as a virtual tag-team on the all-important Spidey titles during this era—which was only fitting, since they were two of Marvel's most valued writers.

This volume closes with a couple of "team-up"-style illustrations we didn't want to fall by the wayside. They were done for Christmas 1974's tabloid-size *Giant Superhero Holiday Grab-Bag,* with John Buscema embellished by John Romita on the front and back covers, and Romita handling the inside covers on his own. The contents were a super-hero-laden hodgepodge of reprints, opening with Andru's and my "Have Yourself a Sandman Little Christmas!" from *MTU* #1. Well, what else were we going to use to lead off a Yuletide reprint mag, since Marvel almost never did Christmas stories back in those days?

In closing: Maybe *Marvel Team-Up* and *Giant-Size Spider-Man* are not the two titles most readers think of *first* when they muse on the latter days of the Stan Lee-dubbed "Marvel Age of Comics." Just the same, the stories are solid and entertaining. By and large, I think they stack up well against those then appearing in *The Amazing Spider-Man* and the other solo mags. And how could they *not* be? Look at that stellar lineup of creators: Len Wein and Gerry Conway as writers, and the likes of Sal Buscema, Ross Andru, Jim Mooney, and Gil Kane as pencilers, with the latter providing most of the covers!

If a comics reader wants to get a good taste for Spider-Man and many of the other characters who kept Marvel on top of the super hero heap during the first couple of years after the House of Ideas first passed up DC in sales, it wouldn't take much more than flipping through the color-splashed pages of *Marvel Team-Up* and *Giant-Size Spider-Man*!

2017

Roy Thomas, who was Editor in Chief of Marvel Comics from 1972-74, wrote the first issue of Marvel Team-Up *in late 1971, then deftly lateraled the ball to his scripting colleagues Conway and Wein, who scored touchdown after touchdown with it.*

GIANT-SIZE SPIDER-MAN

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68 BIG PAGES

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GIANT-SIZE SPIDER-MAN™ AND DRACULA™

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Featuring: AN ALL-NEW SPIDEY-DRACULA THRILLER IN THE TRADITION OF OUR SMASH-HIT MARVEL TEAM-UP MAG!

ROMITA

Stan Lee PRESENTS: SPIDEY and DRACULA -- TOGETHER ?? TM

LEN WEIN / WRITER | ROSS ANDRU / ARTIST | DON HECK / INKER | GLYNIS WEIN: colorist JOHN COSTANZA: letterer | ROY THOMAS / EDITOR

SHIP of FIENDS!

UH-OH -- A *FLASHLIGHT* BEAM --! LOOKS LIKE THAT JEWELRY STORE HAS AN *UNANNOUNCED VISITOR!*

FAVERSHAM JEWELERS

AT THIS LATE HOUR, WHATEVER THAT GENT IS *DOING* IN THERE HAS *GOT* TO BE A *NO-NO* --

-- SO I SUPPOSE IT'S TIME FOR A CERTAIN FRIENDLY NEIGHBORHOOD *WALL-CRAWLER* TO GO INTO HIS *NUMBER!*

DAILY BUGLE

FLU EPIDEMIC STRIKES NY

NATION ON ALER

MIGHTY MARVEL PROUDLY PRESENTS 30 PAGES OF ALL-NEW EXCITEMENT STARRING THE WONDROUS WEB-SLINGER AND THE LORD OF VAMPIRES!

SIDE WINDOW'S *OPEN*--

--WHICH EXPLAINS HOW OUR TRUSTY *TRESPASSER* GOT INSIDE!

47 ST

OF COURSE, THAT *DOESN'T* EXPLAIN HOW HE BYPASSED ALL THE BUILDING'S *BURGLAR ALARMS*--

--BUT LET'S TAKE THIS *ONE* THING AT A TIME... AS THE OLD SAYING GOES.

HO-KAY-- THAT'S THING *ONE*: I'M *IN*--

--AND THING *TWO*-- OUR FLASHLIGHT-WIELDING *SNEAK-THIEF*-- SHOULDN'T BE VERY FAR AWAY FROM--

HUH? MY *SPIDER-SENSE*-- TINGLING LIKE CRAZY--!

THERE'S SOMEBODY *BEHIND* ME--

--AND I'VE GOT ME A SNEAKIN' SUSPICION I *KNOW* WHO IT IS!

GUESS *WHAT*, CHUCKLES-- YOU *MISSED* ME--

--BUT *DON'T* EXPECT MY EVER-READY *WEBBING* TO MISS *YOU*--

--'CAUSE, FRIEND, THAT ONLY HAPPENS ABOUT ONCE IN A VERY BLUE MOO-- OOOPS!

MY WEBBING-- DIDN'T STICK--!

NEAT TRICK, CHARLIE-- BUT WINNING FIRST PRIZE IN A HOG-GREASING CONTEST STILL DOESN'T PUT YOU IN THE BIG LEAGUES!

CHRASHH!

BOY-- NOT EXACTLY A BLABBERMOUTH, ARE YOU?

UH-OH-- LOOKS LIKE TIGHT-LIPS HAS DECIDED TO MAKE A BREAK FOR IT--

--BUT THERE'S NO PLACE HE CAN GO WHERE SPIDER-MAN CAN'T FOLLOW--

--EVEN IF IT'S STRAIGHT THRU THE MIDDLE OF--

--HUH?

THAT PATCH OF ICE-- MUST'VE SLIPPED ON IT. I'D BETTER...

ICE... IN 60-DEGREE WEATHER?

RATS-- OL' SILENT-TREATMENT HAS VANISHED--

AND THERE'S NOT A CHANCE OF ME FINDING HIM AGAIN NOW--

FANIR

-- SO I MIGHT AS WELL JUST HANG IT UP--

--AND GET BACK TO WHAT I WAS DOING BEFORE I GOT INVOLVED IN THIS MESS.

AFTER ALL, I'VE GOT A DATE TONIGHT WITH THE MOST BEAUTIFUL GIRL IN THE WORLD--

--AND IT WOULDN'T BE POLITE TO KEEP HER WAITING.

MRS. WATSON. HOW'S AUNT MAY?

OH, IT'S YOU, PETER! COME IN!

SHE'S NOT DOING WELL, YOUR AUNT MAY--A COLD, I THINK-- THE FLU, MAYBE...

BUT THE DOCTOR IS IN WITH HER NOW.

...DEFINITELY THE FLU, MRS. PARKER-- BUT YOUR RESISTANCE TO IT SEEMS TO BE...

DOCTOR, PLEASE-- MY NEPHEW PETER IS HERE.

YOU'D BETTER BELIEVE IT, TIGER.

HOW ARE YOU FEELING, SWEET LADY?

MRS. WATSON TELLS ME YOU'VE BEEN OUT PLAYING PRO FOOTBALL AGAIN BEHIND MY BACK--

--AND YOU KNOW HOW I HATE YOU MESSING AROUND WITH THAT JOE NAMATH. HE'S MUCH TOO OLD FOR YOU.

OH, PETER-- YOU'RE SUCH A TEASE.

I'M FEELING F-FINE-- JUST A LITTLE COLD--BUT NOTHING FOR YOU TO BE CONCERNED ABOUT, PETER--

--A DELICATE BOY LIKE YOU SHOULD BE CONCERNED ABOUT HIM-SELF.

I'LL BE UP AND AROUND IN A DAY OR SO. DON'T YOU WORRY ABOUT ME.

WHY *NOT*, PRETTY LADY? *TURNABOUT* IS FAIR PLAY, ISN'T IT--

--AND AFTER ALL THE YEARS *YOU'VE* SPENT WORRYING ABOUT *ME*...

WELL... I'LL BE BY TO SEE YOU AGAIN *SOON*... *REAL* SOON...

YOU JUST DO WHATEVER THE DOCTOR TELLS YOU... AND TAKE *CARE* OF YOURSELF.

PLEASE... TAKE *CARE* OF YOURSELF.

IT'S ALL RIGHT, PETER--*I'LL* WATCH OVER HER.

AND, ONCE OUT OF *EARSHOT* OF HIS AILING AUNT...

OKAY, DOC-- GIVE IT TO ME *STRAIGHT*. THAT SWEET OLD LADY HAS GOT *MORE* THAN ANY SIMPLE CASE OF *FLU*!'

NO, PETER--IT *IS* THE FLU, ALL RIGHT-- BUT A *NEW* STRAIN, RESISTANT TO ANY *VACCINE* WE CURRENTLY POSSESS.

IT'S REACHING *EPIDEMIC* PROPORTIONS --AND I'M AFRAID THAT, IN YOUR AUNT'S FRAIL CONDITION, IT MAY BE *MORE* THAN SHE CAN *OVERCOME*.

WH-WHAT ARE YOU *SAYING*? THERE MUST BE *SOMETHING* WE CAN DO FOR HER!

I TRULY WISH THERE *WERE*-- BUT OUR ONLY HOPE IS A *NEW* VACCINE BEING BROUGHT INTO THIS COUNTRY BY ITS *DISCOVERER*.

UNFORTUN-ATELY, *A.J. MAXFIELD* IS TERRIBLY *ECCENTRIC*-- REFUSES TO *FLY*-- AND THUS IS COMING TO AMERICA BY *BOAT*--

--AND BY THE TIME THE *S.S. WENDELL* *DOCKS* HERE SEVERAL DAYS FROM NOW, IT MAY BE *TOO LATE* TO HELP YOUR AUNT MAY.

I'M *SORRY*, PETER--BUT THERE IS *NOTHING* TO BE DONE.

THAT'S WHERE YOU'RE *WRONG*, DOC. SOMETHING *CAN* BE DONE--

--AND I'M JUST THE GUY TO *DO* IT!

IT IS A HEART-SICK WEB-SLINGER WHO ARCS HIGH OVER THE DARKENED CITY STREETS BRIEF MOMENTS LATER--A MAN WEIGHTED DOWN WITH THE BURDENS OF **CONCERN** AND **COMMITMENT**--

--AND THE KNOWLEDGE HE DARE NOT **FAIL** IN HIS SELF-APPOINTED MISSION--

THERE IT IS--THE **BAXTER BUILDING**--HOME OF THE **FANTASTIC FOUR!**

BUT IF **JOHNNY STORM** ISN'T **HOME**...

NO--I MUSTN'T **THINK** LIKE THAT! HE **WILL** BE HOME--HE **WILL**--!

AND GUESS WHAT? HE **IS!**

OH, **SWELL**. JUST WHAT I **NEEDED** TONIGHT ON TOP OF EVERYTHING **ELSE**.

THE THINKING MAN'S ANSWER TO THE TERMINAL **HEADACHE**.

AND TO **WHAT** DO I OWE THE DUBIOUS HONOR OF **THIS** VISIT?

MUCH AS I HATE TO **SAY** IT, TORCH--I NEED YOUR **HELP!**

SORRY, CHUM--BUT IF YOU'VE GOT A **FLAT** ON THAT CREEPY **SPIDER-MOBILE** OF YOURS, YOU CAN FIX IT **YOURSELF**.

IN **OTHER** WORDS: **BUZZ OFF!**

MISTER, YOU **LISTEN** TO ME--OR I'M GONNA **POUND** YOU INTO THE FLOOR!

HEY--**COOL** IT, COUSIN! I DIDN'T REALIZE IT WAS SO **SERIOUS**.

CLUE ME IN--AND I'LL SEE WHAT I CAN **DO**.

BASICALLY, IT'S **SIMPLE**. I NEED **TRANSPORTATION**--AND **FAST!**

AND ONCE THE ANXIOUS SPIDER-MAN HAS **EXPLAINED** HIS NEEDS IN FULL, A THOUGHTFUL HUMAN TORCH LEADS HIM TO THE FF'S ROOFTOP **HANGAR**, AND...

THERE SHE IS. REED JUST **FINISHED** HER LAST NIGHT, AND THO HE'S LIABLE TO **KILL** ME FOR THIS--

--FROM WHAT YOU'VE **TOLD** ME, THIS RIG'S JUST WHAT YOU'RE **LOOKING** FOR.

AND, MOMENTS LATER...

I'VE PRESET THE *AUTOMATIC PILOT* TO TAKE YOU TO THAT *LINER.*

WHEN YOU'RE READY, PRESSING THE *RED BUTTON* ON THE CONSOLE WILL BRING YOU RIGHT BACK *HERE.*

I'M *OBLIGED,* JOHNNY--I *MEAN* THAT.

IF THERE'S EVER ANY-THING I CAN DO FOR *YOU* IN TURN...

YEAH--GET *OUT* OF MY LIFE.

BOY, YOU REALLY HAVE A *MAD* ON TONIGHT, DON'CHA?

LOOK, IF YOU WANT TO LET OFF *STEAM,* WHY DON'T YOU CHECK OUT *FAVERSHAM'S* ON 47TH AND PARK? YOU MIGHT FIND ALL THE *ACTION* THERE YOU NEED.

I SURE DID.

THANKS. I MAY *DO* THAT. *

*AND IF YOU THINK THAT'S A SUBTLE *COME-ON,* TIGER--PICK UP *MARVEL TEAM-UP* #23 (NOW ON SALE) AND YOU'LL SEE HOW *RIGHT* YOU ARE. --R.T.

*THEN, A *BUTTON* IS PRESSED--A SPRING-ACTION *CATAPULT* HURLS THE SLEEK SILVER MISSILE *SKYWARD--*

*--AND, AS IT CLEARS THE ROOFTOP, ITS *ROCKETS* IGNITE--

*--STREAKING AN IMPATIENT SPIDER-MAN *AWAY* FROM THE CLOUD-SHROUDED ISLE OF MANHATTAN--

*--OUT OVER THE VAST ATLANTIC OCEAN--

*--TOWARDS A MOST SPECTACULAR *CONFRONTATION!*

WHAT KIND OF MAN CAN THIS A.J. MAXFIELD *BE?* TRAVELLING *INCOGNITO--*

--REFUSING TO LET THAT *VACCINE* OUT OF HIS HANDS WHEN THE LIVES OF *THOUSANDS* MAY HANG IN THE BALANCE?

WELL, I GUESS I'LL FIND OUT *SOON* ENOUGH.

I'VE *REACHED* THE LINER--IN LESS THAN *FIFTEEN MINUTES.*

MAN, REED RICHARDS SURE KNOWS HOW TO *BUILD* 'EM.

PER INSTRUCTIONS, THE WEB-SLINGER THEN PRESSES SEVERAL BUTTONS ON THE SKYCRAFT'S CONSOLE, AS...

OKAY, I'M IN *POSITION--* RIGHT OVER THE *SHIP--*

--THE MAGNETIC *HOVER-JETS* ARE ACTIVATED--

--AND PRESSING THIS FINAL BUTTON WILL KEEP THIS CRAZY CHARIOT HIDDEN *ABOVE* THE BOAT IN AN ARTIFICIALLY-CREATED *CLOUD-SCREEN--*

--WHILE YOUR ALWAYS-SMILING *WEB-SLINGER* DROPS IN FOR A LITTLE *VISIT* WITH ONE A.J. *MAXFIELD,* PROFESSIONAL *SCREWLOOSE!*

OF COURSE, *FINDING* MAXFIELD ON A SHIP THIS SIZE MAY BE A BIT OF A *PROBLEM--*

--COMPOUNDED BY THE FACT THAT *SPIDER-MAN* IS NOT EXACTLY AN *INCONSPICUOUS* SORT...

SO I GUESS TRACKING MAXFIELD DOWN BECOMES A JOB FOR *PETER PARKER.*

CUT: TO A SINISTER BAT-WINGED SHAPE SWOOPING DOWN OUT OF THE DARKNESS TOWARDS THE GREAT SHIP'S DECK--

--A SHAPE THAT SEEMS TO BILLOW EVEN AS IT LANDS-- EXCHANGING THE FORM OF A SAVAGE NIGHT-FLYER--

--FOR THE FAR MORE ACCEPTABLE FORM OF--A MAN!

AH, BUT THIS IS NO ORDINARY MAN-- AS YOU ALREADY MAY HAVE GUESSED.

NO, THIS IS A MAN OF NOBILITY--OF BREEDING--

THIS IS COUNT DRACULA, LORD OF THE VAMPIRES!

--AND HIS MISSION THIS NIGHT SEEMS SOMEHOW STRANGELY FAMILIAR.

SOMEWHERE ON THIS PRETENTIOUS VESSEL, THERE HIDES ONE A.J. MAXFIELD--

--THE MAN I'VE COME TO KILL!

I'VE NEVER MET MAXFIELD--NOR EVEN HEARD OF HIM BEFORE HE DISCOVERED HIS ACCURSED VACCINE--

--BUT SINCE THE PROPER USE OF SUCH A DISCOVERY MAY ONE DAY INTERFERE WITH MY WELL-LAID PLANS--

--I MUST DISPOSE OF MAXFIELD AND HIS SERUM BEFORE HE CAN HOPE TO THREATEN-- EH?

DOLT! ARE YOU BLIND? WATCH WHERE YOU WALK!

HUH? OH-- EXCUSE ME, MISTER.

GUESS I WAS SO WRAPPED UP IN MY THOUGHTS, I DIDN'T SEE WHERE I WAS GOING. SORRY.

VERY WELL-- BUT DO NOT LET IT HAPPEN AGAIN.

MAN, WHAT A GROUCH THAT GUY IS.

BAH, WHAT FOOLS THESE MORTALS BE.

AND, AS IF OUR PLOT WEREN'T **COMPLICATED** ENOUGH -- IN A CABIN ON ONE OF THE UPPER DECKS, WE FIND..

OKAY, YOU MUGS **KNOW** THE SET-UP-- WITH THE **COSTUME BALL** ON SHIP TONIGHT, AIN'T NOBODY EVEN GONNA **NOTICE** YA PROWLING AROUND IN **THEM** OUTFITS--

--SO YA SHOULDN'T HAVE TOO MUCH **TROUBLE** TRACKIN' DOWN THIS **A.J. MAXFIELD** GUY.

ONE **MOMENT**, SIMIAN, MY FRIEND...

IN A SOFT RASPY GROWL, ANTHONY (THE **WHISPERER**) CAVELLI, EX-MAGGIA BIGSHOT, ADDRESSES HIS TOP LIEUTENANT, SEYMOUR **(SIMIAN)** SIMMS...

WE DON'T JUST WANT **MAXFIELD**...

...BUT THAT SPECIAL **VACCINE**... HE'S CARRYING WITH HIM...

THE ONLY WAY THEY GONNA LET **ME**... BACK INTO THE U.S.A. IS IF... THEY'RE **FORCED** TO...

...AND TRADING THEM THAT VACCINE... FOR A **PASSPORT** AND A **PARDON**... IS JUST THE KIND OF **LEVER-AGE** I NEED.

OKAY, YOU MUGS-- YOU **HEARD** WHAT THE BOSS-MAN SAID -- GET **GOIN'**--

"--AN' IF YOU DON'T COME BACK WITH THE **PILL-PUSHER**, DON'T BOTHER COMIN' BACK AT ALL!"

WHILE, SEVERAL DECKS **ABOVE**...

THE JOURNEY FROM EUROPE TO THIS WRETCHED SHIP HAS BEEN **TIRESOME**.

I **THIRST**... VORACIOUSLY...

... BUT AS LONG AS THIS PLANET **ABOUNDS** WITH HUMAN CATTLE, IT IS A THIRST I MAY EASILY **QUENCH**!

EXCUSE ME, MISS-- BUT I BELIEVE YOU CAN *HELP* ME.

SURE, FRIEND. IF THERE'S ANYTHING I CAN *DO*--

NAIVE *FOOL*... SO *TRUSTING*... SO APPETIZING...

A MOMENT TO LURE HER INTO THE *SHADOWS*... THEN I SHALL DRINK *DEEP* OF... *EH?*

SOMEONE *BEHIND* ME--!

OOPS. SORRY IF I *SPOOKED* YOU, MISTER--

WHO--?

--BUT I'M TRYING TO GET A *SHOT* OF JOYCE IN HER PARTY COSTUME--

-- AND YOU STEPPED RIGHT IN MY *WAY!*

I DID NOT *INTEND* TO--*EH?*

HEY, YOU KNOW *YOUR* COSTUME ISN'T HALF-BAD *EITHER.*

IN *FACT*-- IT'S DOWNRIGHT *FANTASTIC!*

STAND RIGHT *THERE* A SEC--AND LET ME GET A *SHOT* OF IT!

NO-- *DON'T*-- I--

CAMERA-SHY, HUH? DON'T *WORRY* ABOUT HOW YOU'LL *LOOK*, PAL.

THESE DAYS THE CAMERAS ALMOST TAKE THE PICTURES *THEMSELVES.*

JUST TAKES *FIFTEEN SECONDS* FOR THE SNAPSHOT TO *DEVELOP.* THEN...

HUH? I DON'T *GET* IT?!

I *KNOW* I HAD THAT GUY IN MY *VIEW-FINDER*--

--SO WHY ISN'T HE IN THE *PHOTO?**

** BECAUSE **VAMPIRES** DON'T PHOTOGRAPH.* --KNOW-IT-ALL ROY.

HEY, MISTER-- MIND IF I-- *HUH?*

HE'S *GONE*--

--LIKE A *MIST* IN THE BREEZE.

AND, MOMENTS LATER, ON THE TOPMOST DECK, THAT "MIST" BECOMES ONCE MORE THE LORD COUNT DRACULA, WHO STRIDES GRIMLY OFF IN SEARCH OF SOME NEW PREY--

--ONLY TO FIND HIMSELF SUDDENLY THE HUNTED INSTEAD OF THE HUNTER!

WHAT--? WHO DARES--?

OUT OF MY WAY, FOOLS-- AND LET ME PASS!

UH-UH, CHUMMO. DON'T RECOGNIZE YA FROM THE SHIP'S ROSTER-- SO I FIGGER YOU MIGHT JUST BE THE GUY WE'RE LOOKIN' FOR--

--AN' YOU AIN'T GOIN' NOWHERE TILL I FIND OUT FOR SURE!

SWINE! NO MAN SAYS WHERE DRACULA MAY OR MAY NOT PASS!

AWAY FROM ME--AND CONSIDER IT LUCKY I ALLOW YOU TO LIVE!

OKAY, WISE-MOUTH-- THAT TEARS IT!

AIN'T NOBODY WHAT MUSCLES BIG MIKE MALLONY-- AN' WALKS AWAY TO BRAG...

...ABOUT... IT...?

IT--IT AIN'T POSSIBLE! THE SLUGS ARE GOIN' RIGHT THRU HIM--!

BUD-UD-UD-AH

ANYTHING IS POSSIBLE FOR THE LORD OF THE UNDEAD!

HA HA HA HA HA

NOW, WRETCH, FACE ME--

--AND PREPARE TO RECEIVE THE FATE YOU SO JUSTLY DESERVE!

THWUD!

I GAVE YOU A *CHANCE* TO RETAIN YOUR WORTHLESS *LIVES*--

--AND *ONE* CHANCE IS ALL THAT DRACULA *ALLOWS!*

LOOK AT ME--LOOK *DEEP* INTO MY *EYES*--

--FOR IN THEM, YOU WILL SURELY SEE THE BLAZING PITS OF *HELL!*

NO--PLEASE--*DON'T*--!

DESPERATELY THOUGH THEY *TRY*, THE TWO GAUDILY-GARBED GUN-MEN CANNOT TEAR THEIR GAZE *AWAY*--

--FOR DRACULA'S EYES ARE TWO BLACK, DEMANDING *POOLS*, DRAWING THEM EVER *DEEPER* INTO THE SHADOWS---

--UNTIL, AT LAST, THEY STAND *IMMOBILE*, THEIR SELF-CONTROL *SHATTERED*, THEIR *WILL* WASHED AWAY ON THE WIND--

--AND, AT A WHISPERED *COMMAND* FROM THE TRANSYLVANIAN NOBLEMAN, THEY MARCH MECHANICALLY ACROSS THE DECK--

--OVER THE *RAILING*--

--AND, LEGS STILL PUMPING IN MILITARY CADENCE, DOWN TOWARDS THE COLD, BLEAK, EVER-WAITING *SEA*--

--THERE TO BE LOST FOREVER FROM *SIGHT*, THEIR DEATH-SCREAMS STILL CAUGHT IN THEIR *THROATS!*

THE WAVES GENTLY LAPPING AGAINST THE STEEL SHIP'S HULL DO LITTLE TO SOOTHE THE **DESPAIR** ELVIRA KAUFMAN FEELS TONIGHT.

SHE'D HEARD MANY STORIES OF SHIP-BOARD **ROMANCES**-- DREAMED FOR MONTHS OF HAVING ONE OF HER OWN-- BUT IT HAS BEEN A DREAM **UNFULFILLED**--

--UNTIL **TONIGHT.**

THE MAN IS NOT **HANDSOME**--NOT **REALLY**-- BUT THERE IS A **MAGNETISM** ABOUT HIM THAT IS POSITIVELY **COMPELLING.**

ELVIRA LOOKS INTO HIS ALMOST **TIME-LESS** FACE--SEES THE **DESIRE** THAT IS WRITTEN THERE--

COME, WOMAN--I HAVE **NEED** OF YOU THIS NIGHT.

--A VERY **GREAT** NEED, INDEED.

PLEASE...BE **GENTLE.**

AND THUS ELVIRA KAUFMAN IS **LOST.**

CLOSING HER LIMPID EYES, ELVIRA FEELS **FIRE** COURSE THRU HER--AS TWIN POINTS OF **AGONY** PIERCE THE SOFT FLESH OF HER **NECK.**

A **SOUND** ESCAPES ELVIRA'S THROAT-- AND SHE NO LONGER RECOGNIZES IT AS A **SCREAM**--

--BUT SOMEONE ELSE **DOES!**

SOMEBODY'S IN **TROUBLE**-- DOWN AT THE **OTHER** END OF THE DECK--!

IT APPEARS **MAXFIELD** WILL HAVE TO **WAIT!**

A **GIRL**--! THAT BAT MUST HAVE **FRIGHT-ENED** HER. LOOKS LIKE SHE **FAINTED** FROM...

HEY! WHAT'S A **BAT** DOING THIS FAR OUT AT **SEA?**

CRIPES! THIS LITTLE LADY IS SUFFERING FROM **MORE** THAN FAINTING SPELLS! SHE'S AS **PALE** AS THE GRAVE--

--AND THOSE **MARKS** ON HER NECK-- THEY LOOK LIKE--

NAH-- **THAT** I REFUSE TO **BELIEVE.**

I'D BETTER GET HER DOWN TO THE SHIP'S **DOCTOR**-- AND **FAST!**

MOMENTS LATER, BELOW DECKS...

--STILL DON'T KNOW WHAT YOU'RE DOING HERE, YOUNG MAN.

I KNOW ALL THE PASSENGERS ON THIS SHIP-- AND I DON'T KNOW YOU!

LOOK, CAPTAIN-- WE CAN PLAY "TWENTY QUESTIONS" LATER--

--LIKE AFTER SOMEBODY HAS TENDED TO THE GIRL!

YOU KNOW: BAND-AIDS... MEDICINE... A DOCTOR, MAYBE?

DON'T GET INSOLENT WITH ME, YOUNG MAN-- THE DOCTOR IS ON THE WAY--

--BUT THAT DOESN'T AFFECT YOUR SITUATION IN THE LEAST!

YOU'RE A STOWAWAY-- AND YOU'RE GOING TO ANSWER FOR... EH?

DOCTOR... DOCTOR MAXFIELD... THANK YOU FOR ANSWERING MY CALL.

WE CAME AS QUICKLY AS WE COULD, CAPTAIN.

MAXFIELD... HIM?

NOW-- WHICH ONE OF YOU IS THE PATIENT?

NEITHER OF US. IT'S THAT GIRL ON THE COT WHO NEEDS ATTENTION.

HER BREATHING IS SO SHALLOW, WE WERE AFRAID SHE MIGHT NOT LAST TILL YOU ARRIVED.

CAPTAIN, I SUGGEST YOU LEAVE THE DIAGNOSIS TO THOSE WHO KNOW WHAT THEY'RE...

...DOING?

SORRY TO DROP IN UNEXPECTED LIKE THIS--

--BUT WE AIN'T EXACTLY GOT TIME TO WAIT FOR AN INVITATION!

THE BOSS HAS BEEN *LOOKIN'* FOR YOU, MAXFIELD--BEEN WAITIN' A LONG TIME TO *MEET* YA--

--AND, CHUM, THE BOSS DON'T LIKE TO BE KEPT *WAITIN'*!

OKAY, GORILLA-- LET GO OF THE *DOCTOR!* A GIRL'S LIFE *DEPENDS* ON HIM!

AND *YOUR* LIFE DEPENDS ON STANDING VERY, VERY *STILL*, PUNK!

OKAY... *OKAY*... I GET THE *POINT.*

TAKE YOUR HANDS *OFF* HIM, YOU FILTHY RUFFIAN!

DON'T YOU *DARE* HANDLE A MAN OF *MEDICINE* THAT WAY!

KLONG!

UNNFF!

SISTER, YOU PULL A STUNT LIKE THAT *AGAIN*--

SWAK!

OOHHH!

AN' I'M GONNA *REARRANGE* YOUR PRETTY FACE!

C'MON, YOU GOONS-- LET'S *MOVE IT!*

DIRTY ANIMALS-- THEY'VE KNOCKED HER *UNCONSCIOUS!*

QUICKLY, SON-- LEND ME A *HAND.* HELP ME *REVIVE* HER.

DIDN'T YOU *HEAR* ME, MAN--I SAID I NEED YOUR... *HUH?*

HE-HE'S *GONE.*

THE MASQUE of the BLACK DEATH!

CHAPTER 2

IN STUNNED AMAZEMENT, THE CAPTAIN RUSHES TO THE OPEN PORTHOLE, HIS EYES CAREFULLY RAKING THE FROTHY SEA BELOW HIM FOR SOME SIGN OF THE STOWAWAY'S **WHERE-ABOUTS** -- WHICH IS **UNFORTUNATE**--

--FOR, HAD THE CAPTAIN CHOSEN TO LOOK **ABOVE** HIM INSTEAD, HE WOULD HAVE **FOUND** HIS STOWAWAY RACING FOR THE UPPER DECKS--

--AS ONLY A **WALL-CRAWLER** CAN!

CAN'T TANGLE WITH THOSE GOONS IN THE SHIP'S NARROW **CORRIDORS**-- TOO MUCH CHANCE OF THE DOCTOR GETTING **HURT!**

GOT TO DO SOMETHING TO LURE THEM OUT INTO THE **OPEN**--

--AND, BROTHER, DO I HAVE AN **IDEA!**

GRINNING TO HIMSELF, THE WEB-SLINGER SLIPS BACK INTO THE SHIP-- AND, MOMENTS LATER, AS **SIMIAN** AND COMPANY ROUND A BEND IN THE HALLWAY...

WHAT IN--? THE CORRIDOR'S **BLOCKED OFF!**

EXIT

STAIRS

I DON'T LIKE THE **LOOKS** OF THIS. C'MON--LET'S HEAD BACK THE **OTHER** WAY--!

HUH? NOW **THAT** END'S BLOCKED OFF, TOO--

--BY A GIANT... **SPIDER-WEB?**

I DON'T KNOW WHAT'S **GOIN'ON** HERE--BUT WE AIN'T STICKIN' AROUND TO **FIND OUT!**

EXIT

STAIRS

LET'S **GO**--UP THE **STAIRS!** WE'LL TRY ANOTHER **DECK!**

BUT ON THE NEXT DECK UP-- AND THE DECK AFTER **THAT--**

--THE SITUATION IS EXACTLY THE **SAME!**

NO! THIS ONE'S CLOSED OFF, **TOO!**

IF I DIDN'T **KNOW** BETTER, I'D SWEAR... NAW, IT **CAN'T** BE HIM. HOW COULD HE GET ON THE **BOAT?**

C'MON--LET'S KEEP **CLIMBIN'!**

LEVEL AFTER WEARYING LEVEL THEY CLIMB-- UNTIL, AT LAST, THEY CAN CLIMB NO HIGHER--

--AND THEY STEP OUT ONTO THE OPEN **DECK** TO FIND--

WELL, I'LL BE **STUFFED--!** IT **IS** HIM!

OKAY, WEB-SLINGER--YOU HAD YOUR *FUN*. NOW TURN AROUND AND *FACE* ME!

I WANT YA TO *SEE* THE SLUG THAT *FINISHES* YOU!

BEG PARDON--?

DON'T KNOW HOW YA TUMBLED ON TO OUR *ACTION* SO QUICK, WEB-HEAD--

--BUT IF YA THINK WE'RE GONNA CUT YOU IN ON A *PIECE* OF IT, YOU'RE *CRAZY!*

OKAY, YOU MISERABLE MUGS-- *WASTE 'IM!*

HEY-- *WAIT!* ARE YOU OUT OF YOUR *MINDS?* WH-WHAT ARE YOU *DOING?* FOR PITY'S SAKE--DON'T *SHOOT!*

LOOK AT *THAT*, WILL YA? BIG BAD *SPIDER-MAN*--CRAWLIN' LIKE A *BEDBUG!*

SPIDER-MAN? WHO'S *SPIDER-MAN?*

LOOK--*SEE?* I'M *NOT* SPIDER-MAN-- I'M *DEXTER BIXBY!*

THIS IS JUST A *COSTUME*-- F-FOR TONIGHT'S *MASQUERADE BALL!* I--I THOUGHT I'D WIN *F-FIRST PRIZE*, BUT...

LOOK-- YOU GUYS WANT FIRST PRIZE-- YOU *GOT* IT-- IT'S *YOURS!*

I-I--I'LL GO TELL THE JUDGES I *RESIGN*... I *P-P-PROMISE!*

HUH?

HEY, WAIT A SECOND! IF THAT JERK WAS A *RINGER*--WHERE'S THE *REAL* SPIDER-MAN?

CHUD!

YOU'VE STUMPED *ME*, CHUM!

EVER THINK OF LOOKING IN THE *YELLOW PAGES*?

PWAK!

HUH? *THERE* HE IS!

C'MON, YOU SLOBS--GET THE *LEAD* OUT!

GET THE LEAD OUT OF *WHAT*, CHUCKLES?

YOUR *RIFLES*-- OR THE SEATS OF YOUR *PANTS*?

BHUD-UD-UD-AH!

NOT THAT IT MAKES A BIG *DIFFERENCE*, THOUGH.

YOUR *AIM* IS LIKE YOUR TASTE IN *CLOTHES*--

--LOUSY!

VIP VIP VIP VIP

BWUMP!

--I'D BETTER DO THE LITTLE *DUTCHBOY* NUMBER--

STILL, ON THE OFF-CHANCE YOU MIGHT ACCIDENTALLY *HIT* SOMEBODY WITH THAT THING--

--AND *PLUG UP* THE WORKS!

MY HANDS-- MY FACE--SEARED BY THE BACKFIRE--!

WHAT--WHAT DO I DO NOW?

ANYBODY ASKS, TIGER--TELL THEM YOU'VE BEEN IN MIAMI FOR SIX WEEKS.

FWUDD!

OKAY, WEB-HEAD-- PARTY-TIME IS OVER! ANCHOR YERSELF TO THE DECK--

--OR I'M GONNA WASTE DR. KILDARE HERE!

HOW ARE YOU GONNA DO THAT, SWEET-HEART--TALK HIM TO DEATH?

THWAK!

THWIP!

WHA--? MY GUN-HAND--PLASTERED TO THE WALL--!

INCRED-IBLE, WEB-SLINGER. THANKS A LOT!

NO SWEAT, DOC--I'LL SEND YOU A BILL.

NOW WHY DON'T YOU GET OUTTA HERE BEFORE--

UH-OH-- MACHINE-GUN KELLY IS BACK--!

CHA-DA-DA-DAH!

C'MON, WALL-CRAWLER --STAND STILL SO I CAN GET A GOOD SHOT AT YA!

AWW-- I'LL BET YOU SAY THAT TO ALL THE GUYS.

NO, ON SECOND THOUGHT--SCRATCH THAT. YOUR LINE WAS SO DUMB, IT DOESN'T DESERVE A SNAPPY COME-BACK.

BESIDES, IF YOU WANNA SHOOT ME, YOU'RE GONNA HAVE TO CATCH ME--

--AND I TRUST YOU'LL UNDERSTAND IF I DON'T GO OUT OF MY WAY TO MAKE THAT TOO EASY FOR YOU!

BYE-BYE NOW.

AND, SECONDS LATER, AT THE AIR-FUNNEL *BEHIND* THE FURIOUS GUNMAN...

HE'S GOTTA COME OUT OF THERE *SOMETIME*. I'LL JUST *WAIT* UNTIL...

PEEKABOO.

WHO--? *SPIDER-MAN--!?!*

GOOD FOR *YOU*. GOT IT ON THE *FIRST* GUESS.

NOW TRY *THIS* ONE: WHO'S BURIED IN *GRANT'S TOMB*?

=UUNFF!=

SMAK!

SORRY-- *WRONG* ANSWER.

RATS-- HE WENT TO *SLEEP*-- BEFORE I COULD EVEN TELL HIM ABOUT HIS *CONSOLATION PRIZE*.

ALRIGHT, WEB-HEAD-- *HOLD IT!*

TSK TSK-- SUCH TERRIBLE *MANNERS!*

THWUD!

--WHICH LEAVES ME JUST ABOUT WHERE I *STARTED*--

--*NO* VACCINE--*NO* A.J. MAXFIELD-- AND *NO* IDEA WHERE THE HECK TO *LOOK* FOR HIM!

NEVER POINT A LOADED *GUN* AT SOMEONE UNLESS YOU'VE BEEN PROPERLY *INTRODUCED--!*

SPIDER-SENSE-- *TINGLING!* SOMEONE'S *BEHIND* ME--!

=URRKK!=

CHUK

OH--IT'S *YOU!*

I'D ALMOST FORGOTTEN *YOU* WERE STILL HANGING AROUND--

--AND, UNFORTUNATELY, IT APPEARS THAT DR. MAXFIELD *ISN'T*--

--*HANGING AROUND*, THAT IS.

GUESS HE TOOK MY LITTLE *SUGGESTION* TO HEART--

EXIT SPIDER-MAN... FOR THE MOMENT...

THE SCENE NOW SHIFTS TO THE LINER'S SPRAWLING BALLROOM, WHERE A COSTUME PARTY OF HEROIC PROPORTIONS MOVES INTO HIGH GEAR--

--AND WHERE A CERTAIN BLACK-CLOAKED CORD OF VAMPIRES SEEMS SURPRISINGLY AT HOME...

PERHAPS HERE-- IN THE MIDST OF THIS INSANE REVELRY-- I SHALL FIND THE ONE I SEEK--

--THOUGH, IN TRUTH, I FIND SUCH A CRASS DISPLAY OF PSEUDO-DECADENCE QUITE DISTASTEFUL.

STILL-- SINCE MOST OF THE SHIP'S PASSENGERS ARE HERE TONIGHT, IT SEEMS LIKELY THAT A.J. MAXFIELD WILL BE HERE AS... EH?

HELP-- PLEASE, SOMEBODY HELP ME--!

THERE'S A BUNCH OF MANIACS ABOARD THIS SHIP!

WHOA, DOC! SLOW DOWN A LITTLE! THE PARTY'S JUST BEGINNING.

SLOW DOWN--? SLOW DOWN--? WITH ALL THOSE GUN-HAPPY GORILLAS ON MY TAIL--?

HEY-- C'MON, DOC-- CALM YOURSELF! GIVE US A CHANCE TO UNDERSTAND YOU!

AND, WHILE THE SHIP'S OFFICERS ATTEMPT TO SOOTHE A SET OF VERY FRAZZLED NERVES, LET US OBSERVE A BIT OF MOST IMPORTANT PANTOMIME...

--A CHARADE THAT DOES NOT GO UNNOTICED BY A PAIR OF WINE-RED EYES...

MOST INTERESTING. IT APPEARS THIS AGING HUMAN AND THE GAUDILY-COSTUMED CRETINS WHO ACCOSTED ME EARLIER ARE CONNECTED SOMEHOW.

AND SINCE MOST OF THE PLAYERS ARE NOW ASSEMBLED FOR THE FINAL SCENES... LET THE SHOW COMMENCE...

DOCTOR... PLEASE... YOU'VE GOT TO HELP ME...

LORD-- YOUR VOICE--! WH--WHAT'S WRONG?

I...I DON'T KNOW. MAYBE IT WAS... SOMETHING I ATE...

PLEASE... YOU'VE GOT TO... DO SOMETHING FOR ME...

OF COURSE. COME WITH ME. I'LL TAKE YOU DOWN TO SICK BAY IMMEDIATELY!

DUPED BY THE WHISPERER'S SKILLFUL PERFORMANCE, THE DEDICATED YOUNG PHYSICIAN LEADS HIS STUMBLING "PATIENT" OUT INTO THE CRISP NIGHT AIR--

--AND A CURIOUS DARKLING FIGURE SLIDES THRU THE SHADOWS BEHIND THEM--

--A FIGURE WHO PAUSES FOR A MOMENT AS THOSE HE PURSUES TURN A CORNER OF THE DECK--

--THEN, HAVING CAREFULLY CONSIDERED THE SITUATION AND HAVING REACHED A DECISION, THE FIGURE STRIDES DETERMINEDLY ONWARD--

--ONLY TO RUN INTO SOMETHING HE HADN'T CONSIDERED AT ALL--

--OR HAD HE?

OKAY, PUNK-- DON'T KNOW WHY YER TAILIN' THE BOSS, BUT YER LITTLE STROLL IS OVER-- AS OF NOW!

WITH UTTER **CONTEMPT**, DRACULA **GLARES** AT THE BRUTISH FORM STANDING MENACINGLY BEFORE HIM--THEN, IN A VOICE FAR **COLDER** THAN ANY GRAVE, THE VAMPIRE LORD **SPEAKS**...

I HAVE HAD **ENOUGH** OF FOOLS SUCH AS YOU THIS NIGHT. I WARN YOU-- **STAND ASIDE!**

"SIMIAN" SIMMS **SHUDDERS** INVOLUNTARILY--

--A SHUDDER THAT SWIFTLY BECOMES A WAVE OF QUIVERING **FEAR**-- AS THE MAGGIA-MAN STARES INTO THE **MIRROR** OF DRACULA'S MAELSTROM EYES--

--AND SEES HIS **SOUL** LAID BARE BEFORE HIM--

--A TRUTH SO **SHATTERING** NO MORTAL MIND CAN HOPE TO **SUPPORT** IT-- WITHOUT **BENDING** UNTIL IT **BREAKS**--

NO... PLEASE... KEEP **AWAY** FROM ME... KEEP THEM **AWAY**...

DRACULA MOVES ON--

--AND THIS TIME THERE IS **NOTHING** TO KEEP HIM FROM HIS **PREY**...

ONE **MOMENT**, GENTLEMEN! I BELIEVE I HAVE **BUSINESS** WITH YOU!

WHO--?

OH... IT'S **YOU**!

INDEED--AND **YOU**, IT SEEMS, ARE THE ONE I'VE TRAVELED SO MANY MILES TO **FIND**!

DOCTOR A.J. **MAXFIELD**, I PRESUME?

SO... I'M NOT THE **ONLY** ONE... BEEN LOOKING FOR THE **MAXFIELD** GUY...

...BUT IF YOU THINK... YOU'RE GONNA TAKE THE DOC **AWAY** FROM ME... AT **THIS** POINT...

...MISTER ...YOU'RE JUST NOT GONNA **LIVE** THAT LONG...

SNICT!

YOU MUST BE PRETTY *TOUGH*... TO GET *PAST* MY BOY *SIMIAN* LIKE THAT...

...BUT YOU'RE UP AGAINST *ANTHONY CAVELLI* NOW... THE BEST *KNIFE-FIGHTER* IN ALL THE...*HUH?*

CHUK!

THERE'S...NO... *BLOOD...!*

I CUT YOU *GOOD*... I *KNOW* I DID...

...SO WHY DON'T YOU *BLEED*... WHY DON'T YOU *DIE...?*

CHUK!

CHUK!

BECAUSE I CHOOSE *NOT* TO, FOOL! *HA HA HA HA HA HA HA!*

NOBODY *LAUGHS* AT ANTHONY CAVELLI... *NOBODY!*

WHEN I GET MY *HANDS* ON YOU...

...I WILL CUT YOUR *HEART* OUT OF YOUR..*UUNNHH!*

CONGRATULATIONS, MORTAL -- YOU HAVE SUCCEEDED IN MAKING ME *ANGRY!*

THIS HAS *NOT* BEEN A *PLEASANT* NIGHT FOR ME!

I HAVE BEEN HARASSED --*ATTACKED*-- *INSULTED*--

--AND IT IS TIME I PUT AN *END* TO IT!

NO...WH... WHAT ARE YOU *DOING...?*

THE *LORD OF DARKNESS* LUNGES FORWARD--

--AND, FOR INTERMINABLE MOMENTS, HE AND HIS SIBILANT-SOUNDING OPPONENT ARE *LOST* BENEATH THE BILLOWING FOLDS OF HIS EBONY *CLOAK*--

--UNTIL AT LAST DRACULA TURNS *AWAY* FROM THE SPOT--*ALONE!*

TRUE TO FORM, EVEN ANTHONY CAVELLI'S *DEATH-SIGH* HAS BEEN A *WHISPER.*

NOW, DOCTOR MAXFIELD-- THE TIME HAS AT LAST COME FOR ME TO ATTEND TO THE MATTER THAT BROUGHT ME ALL THIS WAY!

NO--PLEASE--WAIT--! YOU DON'T UNDERSTAND--!

BUT I DO UNDERSTAND, DOCTOR--PERHAPS MORE THAN YOU WILL EVER KNOW--!

I UNDERSTAND THAT YOU ARE LIKE ALL OF YOUR KIND-- CONNIVING--COWARDLY--INCAPABLE OF ACCEPTING THE INEVITABLE--!

WE WILL BE WELL RID OF YOU WHEN I AND MY FOLLOWERS AT LAST RULE THE EARTH--

--AND YOUR DEATH, MY GOOD DOCTOR, BRINGS ME ONE STEP CLOSER TO THAT GOAL!

GOODBYE, DOCTOR MAXFIELD-- MAY YOUR DEATH BE A SWIFT ONE!

NO! NOOOO!

HIS MISSION A SEEMING SUCCESS, THE CROWN PRINCE OF EVIL THROWS BACK HIS SATURNINE HEAD--AND HURLS GALES OF TRIUMPHANT LAUGHTER AT THE MOONLIT SKY--

--THEN, TURNING HURRIEDLY INTO THE NIGHT-DARK FORM OF A BAT, HE PURSUES THE LAUGHTER HOMEWARD-- AND THE LEATHER-WINGED SHADOW SOON IS LOST FROM SIGHT.

EXIT DRACULA--

--AND RE-ENTER AN ALMOST FORGOTTEN SPIDER-MAN...

SO FAR NO LUCK IN TRACKING MAXFIELD DOWN AGAIN.

I FEEL LIKE A PEEPING PETER PEEKING INTO PORTHOLES LIKE THIS--

--BUT SINCE I DOUBT MAXFIELD WILL DROP FROM THE CLOUDS LIKE MANNA FROM HEAVEN, MY ONLY HOPE IS TO...

UNNFF!

THWIP!

WHAT IN THE NAME OF--?

SWELL-- MAXFIELD'S *FAINTED* IN MY ARMS--

--BUT IF I DON'T *SNAG* SOMETHING QUICK WITH MY TRUSTY *WEBBING*--

THWIPP!

OH, *NO*-- MAXFIELD REALLY *DID* DROP IN ON ME--

--AND *THIS* TIME I'D BETTER NOT *LOSE* HIM!

--HE'S IN FOR A *RUDE AWAKEN-ING*... AND SO AM *I!*

WHEW!-- *MADE* IT--

BUT A FEW FEET *MORE*-- AND THE TWO OF US WOULD BE TAKING ONE VERY *COLD* BATH!

BETTER GET MAXFIELD BACK UP ON *DECK* BEFORE HE WAKES UP--!

WHUMP!

BUT WHEN THE WEB-SLINGER SCAMPERS TOP-SIDE, HE DISCOVERS...

YOU'RE *MONSTERS*-- ALL OF YOU--*HORRIBLE MONSTERS*--!

STAY *BACK*-- I'M *WARNING* YOU--COME ANY *CLOSER*-- AND I'LL *SHOOT!!*

LOOKS LIKE OL' *GORILLA-FACE* HAS REALLY GONE *BANANAS*--

--BUT ONE GOOD SHOT OF MY *WEBBING* WILL-- *HUH?* I DON'T *BELIEVE* IT!

MY WEB-SHOOTER --*JAMMED!*

WOW. IF THAT'D HAPPENED TEN SECONDS *EARLIER*, MAXFIELD AND I WOULD BE *SHARK-BAIT* RIGHT--

UH-UH--DON'T EVEN WANT TO *THINK* ABOUT THAT RIGHT NOW.

WHAT--? ANOTHER *MONSTER*-- WITH *GLOWING EYES* AND *PURPLE CLAWS*--!

BOY, YOU REALLY KNOW HOW TO *FLATTER* A GUY, DON'CHA?

OF COURSE, I'M NOT EXACTLY *ROBERT REDFORD*-- OR *DUSTIN HOFFMAN*, FOR THAT MATTER--

BLAM!

KEEP *AWAY*, MONSTER--OR I'LL *SHOOT*-- I'LL *SHOOT*..!

CHOCK!

--BUT EVEN IF I CAN'T *FLATTER* YOU, APE-FACE--

--AT LEAST I CAN STILL *FLATTEN* YOU WITH CLASS!

BROK!

:UUHHNN!:

*AND, WHEN SPIDEY HAS UNJAMMED HIS WEB-SHOOTERS AND **BOUND** HIS UNCONSCIOUS FOE...*

THERE-- THAT SHOULD HOLD HIM TILL THE GUYS WITH THE *BUTTERFLY NETS* COME TO TAKE HIM *AWAY*.

SPIDER-MAN--*THANK YOU*. THAT'S *TWICE* TONIGHT YOU'VE SAVED MY LIFE.

NOW I'D BETTER... *HUH?*

WELL, IF YOU FEEL *THAT* WAY ABOUT IT, DOCTOR MAXFIELD, I'LL MAKE YOU A *DEAL*: YOUR NEW *VACCINE* IN EXCHANGE FOR--

PLEASE-- WAIT A SECOND --THAT'S WHAT I'VE BEEN TRYING TO *TELL* EVERYONE ALL NIGHT. MY NAME IS *HENNESSY*-- I'M THE *SHIP'S DOCTOR*--

--I'M *NOT* A. J. *MAXFIELD!*

OF COURSE. HOW COULD *HE* BE A.J. MAXFIELD-- WHEN *I* AM?

WHO--? OH, NO... I DON'T *BELIEVE* IT!

YOU DON'T BELIEVE *WHAT,* SPIDER-MAN--

--THAT DOCTOR *ALICE JOYCE MAXFIELD* COULD BE A-- *WOMAN?*

THAT, MY FRIEND, IS ONE OF THE REASONS I TRAVEL *INCOGNITO* --IT KEEPS THE WIDE-EYED *GAWKERS* AWAY.

IT ALSO KEEPS THE *GOOD GUYS* AWAY, DOC--AND *THIS* GOOD GUY HAS BEEN HUNTING FOR YOU LIKE *CRAZY!*

AND WHEN THE WEB-SLINGER HAS EXPLAINED HIS SITUATION IN DETAIL...

FORGIVE ME, SPIDER-MAN-- I NEVER REALIZED MY LITTLE *ECCENTRICITIES* COULD BE INDIRECTLY RESPONSIBLE FOR ANYONE'S *DEATH.*

FRANKLY, THE THOUGHT OF *FLYING* TO NEW YORK STILL *TERRIFIES* ME--

--BUT IF I WOULD NOT BE SAFE WITH *SPIDER-MAN...*

THANKS FOR THE VOTE OF *CONFIDENCE,* DOC.

I'LL BE BACK AS *QUICKLY* AS I CAN.

WHY DON'T YOU PUT ON SOME *TRAVELING CLOTHES*-- WHILE I GO SPEAK TO THE *CAPTAIN?*

AND, MINUTES LATER...

I'M READY WHEN *YOU* ARE, SPIDER-MAN-- AND *HURRY?* PLEASE. THIS VACCINE MUST BE KEPT *COLD.*

DON'T WORRY ABOUT *THAT,* DOC.

ONE PRESS OF THIS SPECIAL *BUTTON* TO SUMMON MY *FLEXIBLE FLYER--*

--AND I PROMISE WE'LL BE BACK IN NEW YORK BEFORE *EITHER* OF YOU HAS A CHANCE TO LOSE YOUR *COOL.*

*EPILOGUE: IN A SHELTERED ROOM SOMEWHERE IN EUROPE, THE LORD COUNT **DRACULA** RESUMES HIS HUMAN FORM-- THEN SETTLES IN TO **SLEEP** AGAINST THE SWIFT-APPROACHING **DAWN**--*

*--LITTLE REALIZING THAT SELF-SAME **DAWN** LIGHTS THE WAY FOR THE **REAL** DOCTOR A.J. MAXFIELD--*

*--AND THAT, FOR ONE OF THOSE **RARE** TIMES IN HIS CENTURIES-LONG EXISTENCE, DRACULA HAS **FAILED!***

-FINIS-

AN ILLUMINATING INTRODUCTION TO GIANT-SIZE SPIDER-MAN #1

Or: WHATEVER HAPPENED TO SUPER-GIANT SPIDER-MAN #1, ANYHOW?

by Roy Thomas, Editor and Explainer of Foul-ups

So all last month you *looked* high and low for it, right?

That 60¢ extravaganza which the Bullpen Bulletins Page called the SUPER-GIANT SPIDER-MAN, and which was destined to take comicdom by storm— the fantastic first of a trio of 100-page titans which would set Marveldom Assembled on its collective ear.

And now, having picked up this issue— having noticed that it's called instead GIANT-SIZE SPIDER-MAN, that it's 50¢ instead of sixty— and that it features a total of 68 pages, not 100—I'll bet you're wondering what happened, right?

Well, frankly, so are we.

What actually occurred, since we figure you have a right to know, was simply this (or maybe not so simply, but read on anyway):

SUPER-GIANT SPIDER-MAN #1 was ready to go. In addition to the 30-page original tale of Spider-Man and Dracula, on which Len Wein, Ross Andru, and Don Heck had literally knocked themselves out, there was a re-presentation of the first full-fledged meeting of Spidey and the Human Torch, from 'way back in 1963 and STRANGE TALES ANNUAL #3 (for which we'd only recently located the blamed artwork!) — plus a couple of other team-up type stories— plus a few special features to round things out. The cover had been admirably rendered by art director John Romita— the SUPER-GIANT logo had been dutifully pasted into place— Ye Editor had written the hopefully-appropriate cover copy....

Then, suddenly, Somebody Somewhere did some adding up of The Numbers, those dynamic little digits we all live by— and had figured out that, much as we wanted to, it just didn't make no sense nohow for us to be publishing color comic books at no less than three sizes and prices— 25¢, 35¢, and 60¢. There would be confusion on every level, wholesaler, retailer, reader— even in the Bullpen itself, where nobody from Smilin' Stan Lee down to the lowliest messenger boy could ever keep all those long titles straight: GIANT-SIZE SUPER-STARS, GIANT-SIZE SUPER-HEROES, SUPER-GIANT SPIDER-MAN— *sheesh!* Truth to tell, when the air cleared at last and we all looked around, we were frankly at a loss to figure out how the heck we ever wound up with three sizes in the first place!

And, you know *us.* When we figure out (finally!) that we goofed, we admit it— and start all over again, hopefully in the right direction.

That's just what we're doing, beginning with this first issue of what was to have been SUPER-GIANT SPIDER-MAN. It was to have been a mammoth edition, actually, of our ever-popular MARVEL TEAM-UP title, with Spidey vacating the latter every third month to co-star instead in the larger-size mag, in a team-up adventure of some 30 pages or so, with the remainder of the mag filled with some of the greatest classics ever of Marvel team efforts, not necessarily all starring Spider-Man himself.

In short, we've decided to *combine* our 35¢ and 60¢ titles into one size (nine quarterly titles in all), splitting the difference and charging 50¢ for 68 big pages. (An aside: With a full 30-page brand-new epic in each issue, Marvel's offering you ten more pages of new story and art than the competition does— and we all know it's the amount of *original* material in a mag that counts most, *not* a bunch of stories that a number of readers may already have seen, or a lot of reprints of 1940's heroes that nobody's heard of in thirty years or more.)

So, as of now, there'll be *no more* issues of mags with unwieldy titles like GIANT-SIZE SUPER-STARS FEATURING THE FANTASTIC FOUR, GIANT-SIZE CHILLERS FEATURING THE CURSE OF DRACULA, et al. From now

on, they'll be called simply GIANT-SIZE FANTASTIC FOUR, GIANT-SIZE DRACULA, and such like. (As for Spidey's own companion mag, the 35¢ GIANT-SIZE SUPER-HEROES, it'll be replaced in a couple of months by— believe it or don't— the GIANT-SIZE MASTER OF KUNG FU, as the fury-fisted Shang-Chi, steel-smashing Son of Fu Manchu, strikes again.)

The first of our 35¢ titles to be affected is the now-on-sale mag which was to have been called GIANT-SIZE SUPER-TEAMS, and which now becomes simply GIANT-SIZE DEFENDERS instead. And, just to give us time to make all the necessary changes in covers, lineups, etc., we moved everything *back* a week or so on our hectic schedule; hence, this ish is on the stands a couple of weeks later than we originally planned.

Which is why, as I mentioned earlier, you looked high and low all last month for it.

Sorry about that.

Now, a few words about just why the redoubtable COUNT DRACULA was chosen to be the web-spinner's first fee in super-giant format—!

* *

For some months now, we've been on the receiving end of letters regarding the possibility of an issue of our ever-popular MARVEL TEAM-UP mag being devoted to a meeting of two of Marvel's mightiest super-stars— none other than the Amazing Spider-Man and the diabolical Count Dracula. A trickle before the TEAM-UP issue which hurled Spidey against Jack Russell, Werewolf by Night, the stream of letters has since then turned into a veritable flood. Fandom finding its voice.

Only thing is, it *wasn't* a voice; it was *voices.*

Many of you wanted it all— Spidey should meet not only Dracula, but also the Man-Thing, Frankenstein's Monster, the Living Mummy, and anybody else we had lying around.

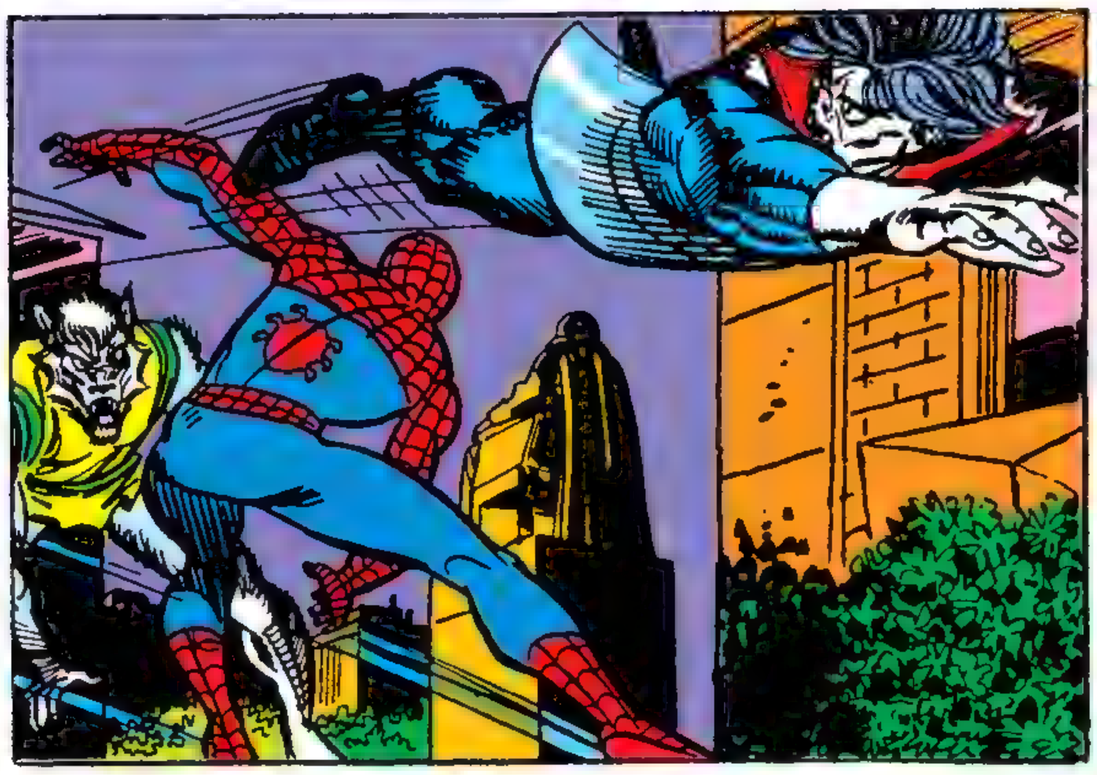
An equal number cried "Heaven forfend!" to the whole thing, and decreed/demanded that Morbius and the Man-Wolf were fine, since they fit in the same science-fictional atmosphere as the wall-crawler himself— but that a non-negotiable curse would descend upon our heads if we dared cross the line again to feature Drac and his Undead Ilk.

What all these letter-writers couldn't know is that the matter had already been decided, at least in Ye Editor's mind, when the first issue of TOMB OF DRACULA went on sale and that comic-mag immediately became one of Marvel's most popular titles.

It was, as they say, an inevitability.

At that time, though then just a struggling Associate Editor, I decided that, if I had my way about it, Spidey and the Terror from Transylvania would indeed meet— and yet they wouldn't.

Not because I had any deep-rooted desire for total con-sensus— something you seldom get in the comic-book biz or anywhere else these days— but because such a non-meeting would define the vague, uneasy relationship between our straight "superhero" mags and our straight "mystery" mags. Such a story might answer, for once and for all, the question which your letters have asked (and often tried to *answer*, as well) over and over again: "Where does Dracula fit in the Marvel Universe? Is he in the same space/time continum as Spider-Man... Morbius... the Hulk... Conan, for that matter?



The answer to all questions is: yes.

If there is to *be* a Marvel Universe, the answer *has* to be yes, you see— or else Marvel stumbles into the same kind of pitfalls and pratfalls as our Discombobulated Competition, with ten different kinds of Martians and an equal number of Universes. What Smilin' Stan Lee had in mind there, a little over a decade ago now, was a *consistent* Universe— where Spidey and Dr. Strange and the Hulk could develop side by side with yet-undreamed-of Marvel co-stars like Dracula, Conan, and even Killraven, Warrior of the Worlds.

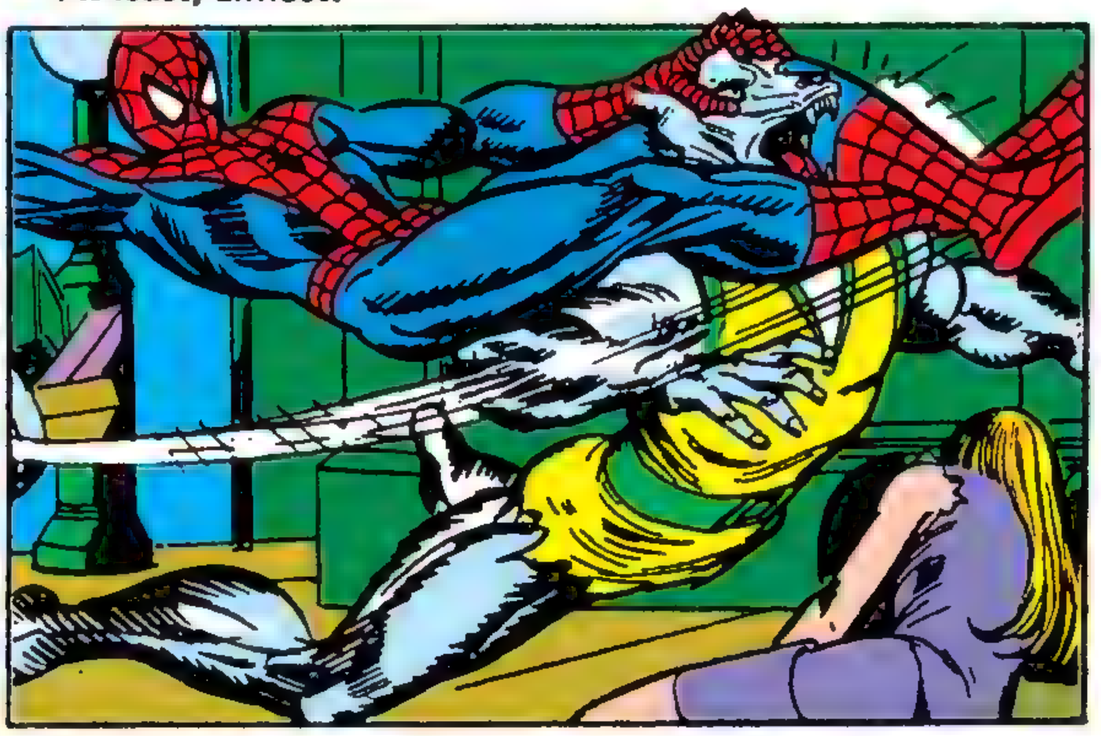
Thus, the history of Sub-Mariner's Atlantis goes back, back in time— to embrace Conan's Hyborian Age, Kull's savage Atlantis, Lin Carter's Lemuria.

Thus, H. G. Wells' *War of the Worlds* becomes a blooming branch on the tree of time— one of earth's possible, preventable (?) futures.

Thus Reed Richards and Ben Grimm shake hands with Sgt. Nick Fury in the darkest days of World War II.

And thus— Spidey meets Dracula.

At least, almost.

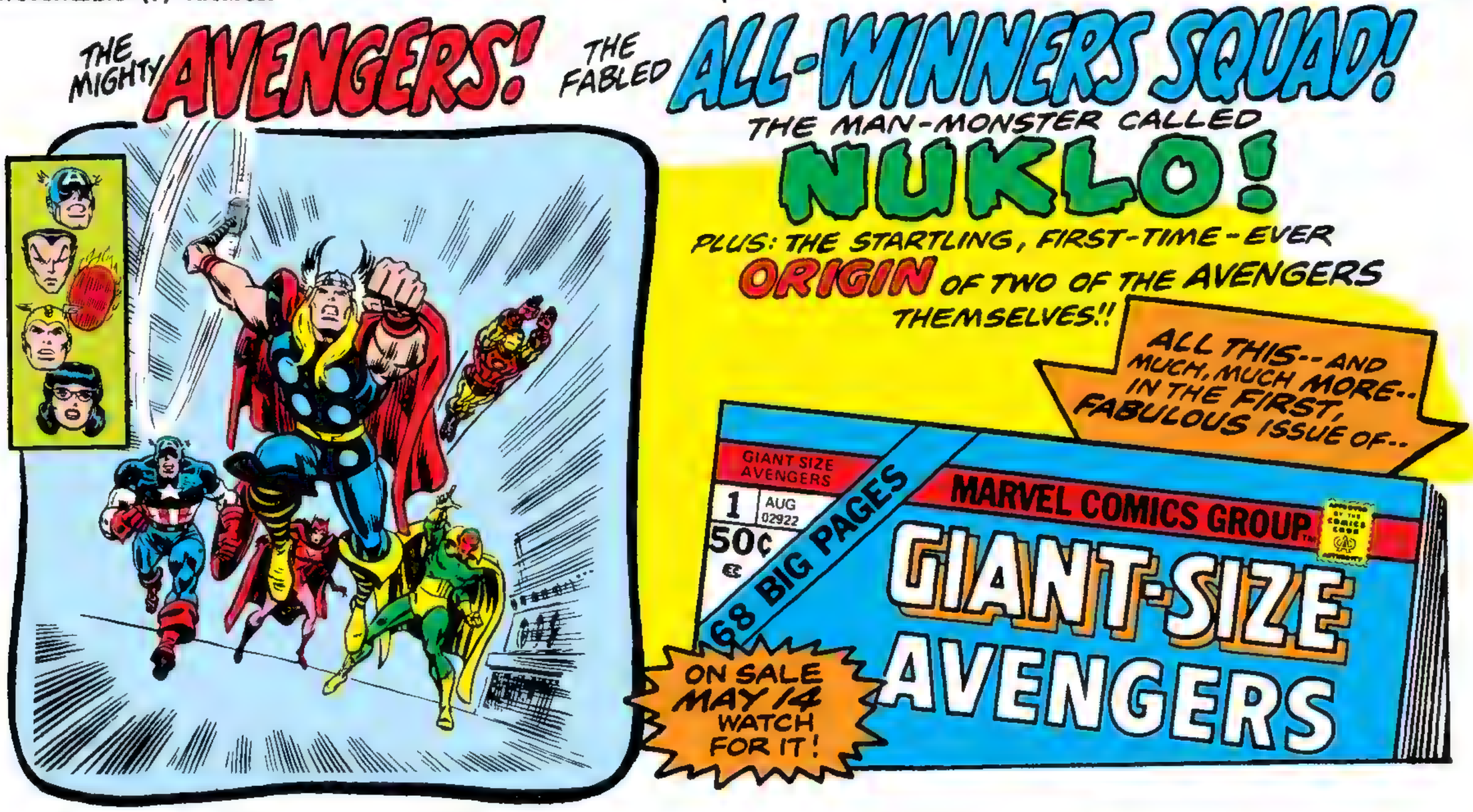


Send all comments, complaints, and kudos— all suggestions on price, size, and future sparring partners for Spidey to:

GIANT-SIZE SPIDER-MAN
c/o Marvel Comics Group
575 Madison Ave., 6th Floor
New York, N.Y. 10022

We've got an infinite number of monkeys waiting to open and assort all your letters, so keep 'em coming, hear?

Oh yes— and here's a brief word about *another* of our 50¢ super-sensations, on sale just a few short weeks from now-!

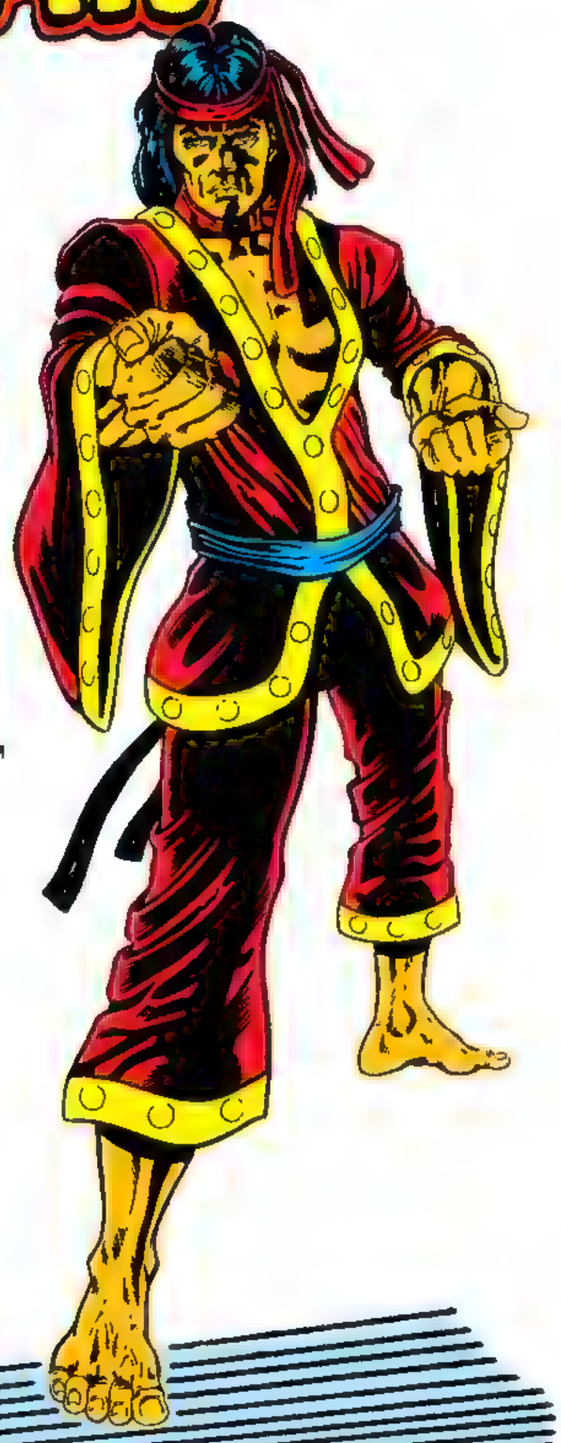

THE MIGHTY AVENGERS!
THE FABLED ALL-WINNERS SQUAD!
THE MAN-MONSTER CALLED
NUKLO!
PLUS: THE STARTLING, FIRST-TIME-EVER ORIGIN OF TWO OF THE AVENGERS THEMSELVES!!
ALL THIS--AND MUCH, MUCH MORE.. IN THE FIRST, FABULOUS ISSUE OF..
GIANT SIZE AVENGERS
1 AUG 02922
50¢
68 BIG PAGES
MARVEL COMICS GROUP
GIANT-SIZE AVENGERS
ON SALE MAY 14 WATCH FOR IT!

ALL RIGHT, WEBOPHILES--THAT DOES IT FOR OUR FIRST-ISSUE FIST-FEST! YOU CAN ONLY CRAM SO MUCH ACTION INTO EVEN *68 BIG PAGES*, Y'KNOW! BUT, *JULY* WILL BE HERE BEFORE YOU KNOW IT-- AND HERE'S THE GALVANIZIN' GOODIES THAT WE'LL BE SLINGING YOUR WAY IN OUR *SECOND* SMASH ISH--!

SPIDER-MAN

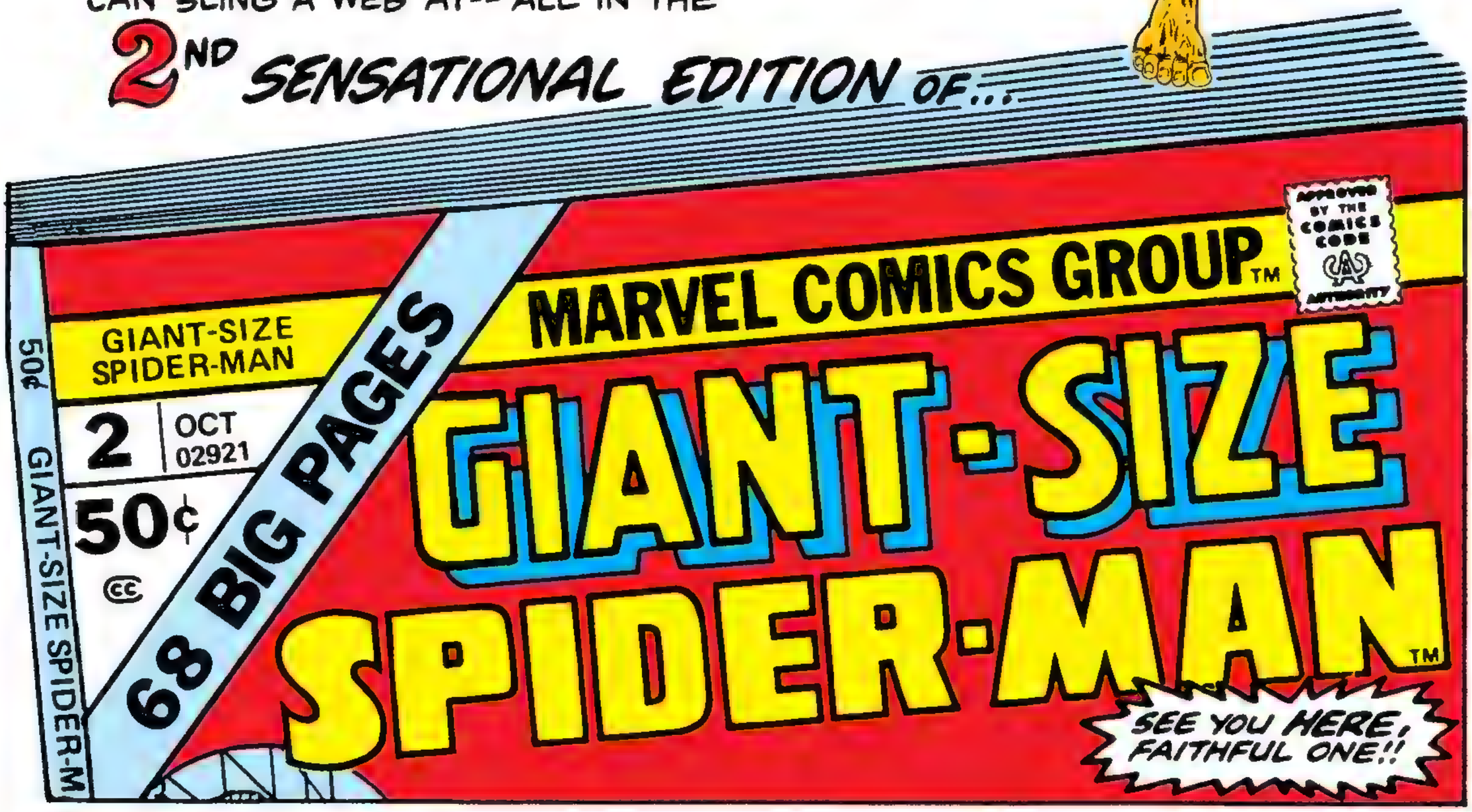
FACES THE FLASHING FISTS OF SHANG-CHI,

MASTER OF KUNG FU™



30 (COUNT 'EM, *30*) PULSATIN' PAGES OF *ALL-NEW* WALL-TO-WALL EXCITEMENT (AND THAT'S *LOTS MORE* THAN YOU GET IN OUR *COMPETITOR'S 60¢* SUPER-EXTRAVAGANZAS) -- PLUS MORE *MULTI-STAR MILESTONES* THAN YOU CAN SLING A WEB AT-- ALL IN THE

2ND SENSATIONAL EDITION OF...



MARVEL TEAM-UP

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

25¢ CC | 23 JULY 02147

MARVEL TEAM-UP™

FEATURING

HUMAN TORCH™

AND THE

ICEMAN™

FIRE VS ICE IN THE BATTLE OF THE CENTURY!

THIS TIME YOU'VE *HAD* IT, TORCH! HERE'S WHERE I PUT YOU IN *COLD* STORAGE-- FOR KEEPS!

NOT AFTER MY *NEXT FIREBALL* MELTS YOU DOWN TO SIZE!

CO-STARRING THE UNCANNY **X-MEN** AND THE MARAUDING MENACE KNOWN AS--

EQUINOX!

Stan Lee presents the HUMAN TORCH and ICEMAN -- TOGETHER!!

LEN WEIN WRITER / GIL KANE ARTIST / MIKE ESPOSITO INKER / GLYNIS WEIN : COLORIST C. JETTER : LETTERER / ROY THOMAS EDITOR

THE NIGHT OF THE FROZEN INFERNO

GOOD HUNTING, WEB-SLINGER! BUT TRY TO GET THAT BUGGY BACK AS SOON AS YOU CAN!

AT DAWN IT TURNS INTO A PUMPKIN!

I'LL DO MY BEST, HOT-SHOT-- AND THANKS AGAIN!

BASICALLY, THE SITUATION IS THIS : FOR REASONS TOO COMPLICATED TO GO INTO HERE, SPIDER-MAN HAS BORROWED A SKY-FLYER FROM THE FANTASTIC FOUR AND IS WHIZZING OFF TO NEW ADVENTURES IN GIANT-SIZE SPIDER-MAN #1 (FEATURING 30 PAGES OF ALL-NEW SPIDEY ACTION AND STILL ON SALE... IF YOU'RE LUCKY)-- WHICH MEANS, OF COURSE, HE CAN'T STAY AROUND FOR THIS MONTH'S MARVEL TEAM-UP TALE --

--BUT IF YOU THINK WE'RE GONNA FILL THE REST OF THIS MAG WITH BLANK PAPER... WELL, YOU JUST TURN THE PAGE! (YOU KNOW WE'D NEVER SHORT-CHANGE A FAITHFUL ONE LIKE YOU!)

WELL, SO MUCH FOR *THAT!* NOW THAT I'M SURE THE WEB-SLINGER WON'T *BOUNCE* THAT BUGGY OFF THE SIDE OF SOME *BUILDING*--

--I MIGHT AS WELL HEAD *HOME!*

NOT THAT THERE'S ANYONE TO COME HOME *TO,* OF COURSE.

REED, BEN AND MEDUSA ARE ALL *OUT* FOR THE EVENING--

--LEAVING LITTLE *JOHNNY STORM* TO MIND THE STORE--

--WHICH IS ABOUT AS *EXCITING* AS BEING A JUDGE AT A *TURNIP-PICKING CONTEST!*

MAN, I *DO* HAVE A MAD ON TONIGHT, DON'T I?

WONDER *WHY?*

GRANTED, I'VE BEEN INDULGING IN A LOT OF AMATEUR *HEAD-SHRINKING* TONIGHT--

--TRYING TO SOLVE THE *PROBLEMS* REED AND SUE ARE HAVING--

--TRYING TO FIGURE OUT EXACTLY *WHAT* MY FEELINGS ARE TOWARDS *CRYSTAL* THESE DAYS, BUT...

CRIPES-- JUST LOOK AT WHAT I'M *DOING!*

THAT *SETTLES* IT! NEXT I'LL BE CLIPPING OUT *PAPER DOILIES!*

I GOTTA GET *OUT* OF HERE FOR AWHILE-- BEFORE I GO *BANANAS!*

SPIDEY SAID I MIGHT FIND SOME ACTION OVER AT *FAVERSHAM'S* ON 47TH AND PARK--

--AND TONIGHT, *ACTION* IS WHAT THE HUMAN TORCH *CRAVES*--

THUS, MOMENTS LATER, AS A BLAZING FIGURE PLUNGES HOPEFULLY TOWARDS A FAMOUS *JEWELRY STORE* IN THE HEART OF MANHATTAN....

WELL, THERE'S *FAVERSHAM'S*--

--BUT THE *ACTION* WEB-HEAD PROMISED ME SEEMS TO BE SORELY *LACKING*.

BETTER *FLAME-OFF* THEN...

HOLD IT! IT'S BEEN OVER AN *HOUR* SINCE SPIDEY WAS HERE-- AND THAT *ICE-PATCH* HE TOLD ME ABOUT STILL HASN'T *MELTED*--

--EVEN THOUGH THE TEMPERATURE TODAY IS WELL ABOVE *SIXTY DEGREES!*

I MEAN-- I'VE HEARD OF *COLD-SPOTS*, BUT THIS IS *RIDICULOUS!*

WONDER WHAT COULD BE *RESPONSIBLE* FOR SUCH AN--

UNNFFF!

THRUD!

HEY, THAT WAS A BLASTED *ICE-BOLT*--

--WHICH MEANS I'D BETTER CHANGE THE *"WHAT"* PART OF MY QUESTION TO A *"WHO"*!

THERE'S ONLY *ONE* GUY I KNOW WHO CAN THROW *SNOWBALLS* IN A *STEAMBATH*--

--AND AS SOON AS I--

FLAME ON...

--I'M GONNA GO *FIND* HIM--AND STUFF AN *IGLOO* DOWN HIS THROAT!

57 ST.

PARK AV

LOCAL PARKING

FIVE SECONDS LATER AND AS MANY BLOCKS AWAY...

YEP, IT'S HIM ALL RIGHT. I WAS HOPING I WAS WRONG...

...BUT ALL THINGS CONSIDERED, I GUESS THE ONLY PERSON IT COULD BE WAS--

--THE ICEMAN!

"HE BACKSHOT ME--THEN TURNED TAIL AND RAN--

"--BUT HE'S NOT RUNNING VERY FAR!"

WHAT THE--?

SPRACT

SOMETHING SHATTERED MY ICE-BRIDGE--AND THERE'S NO TIME TO FORM ANOTHER!

EITHER THIS QUICK-FREEZE SAFETY-SLIDE WORKS--

--OR I GET PLASTERED ALL OVER THE STREET.

OKAY, ICECUBE--THAT ABOUT MAKES US EVEN!

NOW WHY DON'T YOU SURRENDER PEACEFULLY--

--THEN, IN 25 WORDS OR LESS, YOU CAN TELL ME WHY YOU TRIED TO WASTE ME.

TORCH!? YOU SMASHED MY ICE-BRIDGE? BUT WHY?

WHAT THE HECK IS GOING ON?

DON'T PLAY INNOCENT WITH ME, FROSTY!

AN HOUR AGO YOU TRIED TO ROB A JEWELRY STORE--AND A MINUTE AGO YOU TRIED TO CLOBBER ME!

I DID WHAT? HEY, I KNOW THIS IS GONNA SOUND LIKE A PRETTY HACK-NEYED LINE--

--BUT I DON'T HAVE THE FAINTEST IDEA WHAT YOU'RE TALKING ABOUT!

DON'T HAND ME THAT *CRUD*, MISTER!

SPIDER-MAN TOLD ME THE STORY IN *DETAIL*--

"--HOW HE WAS PASSING BY WHEN HE SAW SOMEBODY PROWLING AROUND INSIDE *FAVERSHAM'S* USING A *FLASHLIGHT*--

"--HOW HE FOUND THE *OPEN* SIDE-WINDOW THE PROWLER HAD USED TO GET *INSIDE*--

"--AND MADE QUICK *USE* OF IT HIMSELF--

"--HOW HIS SPIDER-SENSES HELPED HIM *AVOID* THE PROWLER'S SURPRISE *ATTACK*--

"--ONLY TO DISCOVER, WHEN HE *RETALIATED*, THAT HIS WEBBING JUST *SLID* OFF THE PROWLER'S BODY--

"--AND, LASTLY, HOW A SUDDEN SLIP ON AN UNEXPECTED *ICE-PATCH* ALLOWED THE PROWLER TO *ESCAPE*--*

*THE PRECEDING FLASHBACK CAN BE SEEN IN ITS ENTIRETY IN THE AFOREMENTIONED GIANT-SIZE *SPIDER-MAN* #1.-PERSISTENT ROY.

--AND, IN *THIS* WEATHER, THAT'S AN ICE-PATCH ONLY *YOUR* POWERS COULD HAVE CREATED!

IN WORDS OF *ONE* SYLLABLE, TORCH: *YOU ARE OUT OF YOUR TREE!*

I HAD NOTHING TO DO WITH *ANY* OF THAT!

WISH I COULD *BELIEVE* THAT, ICECUBE, --BUT THE EVIDENCE IS *AGAINST* YOU--

--SO I'M AFRAID I'M JUST GONNA HAVE TO *TAKE YOU IN!*

WOW-- YOU'RE *SERIOUS!* YOU'RE REALLY GONNA *ARREST* ME!

HEY-- WHAT *IS* THIS?

WHAT DOES IT *LOOK* LIKE, HOT-SHOT?

IT'S A PAIR OF ICY *SCISSORS* SO I CAN CUT YOUR FLAMING *LASSO!*

I MAY NOT BE THE MOST *LILY-WHITE* HERO IN THIS TOWN--

--BUT I'M SURE AS HECK NO *RENEGADE*--

--AND I'M *NOT* GONNA LET YOU *COLLAR* ME TILL I CAN *PROVE* IT!

MAYBE YOU MISSED MY *POINT,* SNOW-BALL--

--BUT I'M NOT EXACTLY GIVING YOU A *CHOICE!*

HUH? BLASTED MATCH-HEAD HAS THROWN A *RING OF FLAME* AROUND ME--

--HOT ENOUGH TO *MELT* MY FROZEN EXTERIOR!

OKAY, HOT-HEAD-- THAT *DOES* IT! I'VE TRIED TO BE *REASONABLE* WITH YOU--

--BUT IF IT'S A *BATTLE* YOU WANT--

--THEN, MISTER--YOU'VE *GOT* IT!

AN INSTANT *COLD-WAVE* TO *CONDENSE* THE HOT AIR ABOVE ME--

--AND THE RESULTING *CLOUD-BURST* PUTS OUT YOUR LITTLE *BONFIRE*--

NEAT *TRICK*, FROSTY, BUT...

SSSS

BUT *NOTHING*, FIREBALL! IF YOU THOUGHT WHAT IT DID TO YOUR *RING OF FLAME* WAS SOMETHING--

"-- WAIT'LL YOU SEE WHAT IT DOES TO *YOU!*"

HOLY HANNAH! THE RAIN IS *DOUSING* MY FLAME--!

GOT TO *LAND* BEFORE IT GOES OUT *COMPLETELY!*

EXACTLY, TORCHY-- AND NOW THAT YOU'VE COME DOWN TO *MY* LEVEL--

SSSSSSSS

THRAMM

--I'M GONNA TAKE PURE PLEASURE IN *BEATING* SOME SENSE INTO YOU!

YEAH--YOU AND HOW MANY *ESKIMOES?*

FISTS FLYING, THE MASTERS OF FIRE AND ICE DO NOT NOTICE A SLEEK *LIMOUSINE* SCREECHING TO HALT BEFORE THEM--

BRAK!

SSCREEE

--NOT EVEN WHEN THE *PASSENGERS* OF SAID VEHICLE ARE REVEALED TO BE, *THE UNCANNY X-MEN!!*

*ICEMAN--TORCH--*STOP THIS SENSE-LESS BATTLE *IMMEDIATELY!*

THOK!

FLAMING ON AGAIN, HUH, TORCHY? WELL, IT'S NOT GONNA *HELP* YOU!

THEY DIDN'T HEAR A *WORD* YOU SAID, *CYCLOPS!*

SO I *NOTICED*, ANGEL--

--BUT THEY *MUST* BE STOPPED *SOMEHOW!*

AND I THINK I KNOW *HOW!*

THAT'S MORE *LIKE* IT, ICECUBE--

--WE'RE FIGHTING IN *MY* TERRITORY *NOW!*

DON'T WANNA *SHAKE* YOU, HOT-HEAD-- BUT WE COULD BE FIGHTING IN *SATAN'S KITCHEN--*

--AND IT WOULDN'T MAKE A BIT OF *DIFFERENCE!*

I'D *STILL* FLATTEN YOU!

ALL RIGHT-- THEY'RE BOTH IN *POSITION!*

HAVE TO FIRE MY *EYE-BEAMS--*

NOW!

INSTANTLY, A BOLT OF *SCARLET ENERGY* LANCES THRU THE AIR, STRIKING THE STRUGGLING HEROES WITH *STAGGERING* FORCE--

BWAMM!

THEY FALL--

--BUT THEY DO NOT FALL **FAR**--

--FOR SUDDENLY THEY FIND THEMSELVES **BUOYED** SOFTLY TO EARTH, AS IF UPON SOME **INVISIBLE CUSHION.**

WHAT THE **HEY**--? W-WE'RE **FLOATING!**

WRONG, HOT-SHOT--WE'RE **LEVITATING** --COMPLIMENTS OF MARVEL GIRL'S **TELEKINETIC POWERS!**

AND WHEN THE TEEN-AGED TWOSOME AT LAST TOUCH **DOWN...**

WE'VE BEEN **LOOKING** FOR YOU, ICEMAN--ALL OVER **TOWN!**

WELL, YOU'VE **FOUND** ME! WHAT **NOW?**

NOW WE **TALK,** PAL--ABOUT SOME VERY **IMPORTANT** BUSINESS.

IF YOU HADN'T RUSHED OFF IN SUCH A **HUFF** A HALF HOUR AGO, YOU'D HAVE HEARD THE PROFESSOR EXPLAIN THE **TOP-SECRET MISSION** HE HAS FOR US--

--A MISSION THAT REQUIRES **YOU!**

A HALF **HOUR** AGO?

BUT IF YOU WERE WITH **THEM** A HALF HOUR AGO, THEN YOU **COULDN'T** HAVE...

THAT'S WHAT I'VE BEEN TRYING TO **TELL** YOU, TORCHY--

--I'M **INNOCENT**--

--AND UNTIL I CAN **FIND** THE CREEP WHO **FRAMED** ME, I'M **NOT** GOING OFF ON ANY **SECRET MISSIONS.**

WHAT **TIME** ARE YOU GUYS **LEAVING?**

BY **DAWN,** ICEMAN.

OKAY, KEEP MY **PLACE** WARM. I'LL TRY TO BE THERE.

DON'T **TRY,** ICEMAN--JUST **DO** IT. IT'S MORE **IMPORTANT** THAN YOU COULD IMAGINE.

AND, AS THE SLEEK *LIMOUSINE* ROARS OFF INTO THE DARKNESS...

OKAY, DO YOU WANT THE APOLOGY *NOW*-- OR SHOULD I HAVE IT *GIFT-WRAPPED?*

NEITHER, HOT-SHOT--

--BUT WHAT I *COULD* USE RIGHT NOW IS SOME *HELP.*

YOU *HEARD* CYCLOPS. I'VE GOTTA FIND THAT *PSEUDO*-ICEMAN BEFORE *DAWN* OR...

RELAX, ICECUBE. YOU *NEED* HELP, YOU *GOT* IT!

BESIDES, I *OWE* THAT CRUD A SHOT OR TWO *MYSELF.*

THEN WHAT ARE WE *WAITIN'* FOR, MATCHSTICK?

LET'S GET *MOVING!*

I'M RIGHT *BEHIND* YA, CHUM!

ALMOST INSTANTLY, THE TEMPESTUOUS TEMPERATURE TWINS ARE STREAKING ACROSS THE BENIGHTED CITY AS ONLY *THEY* CAN--

--AND, MOMENTS LATER, AS THEY APPROACH THEIR *DESTINATION...*

HEY--*LOOK!*

BWOMP!

H. D. BENJA.

THAT *BLAST*-- COMING FROM *FAVERSHAM'S!*

IT APPEARS OUR SINISTER SNOWMAN HAS COME BACK FOR *ANOTHER* TRY--

--AND I GUESS *SUBTLETY* ISN'T EXACTLY HIS *STRONGEST* SUIT.

HE'S BLOWN THE *WALL* OUT-- BUT I THINK HE'S STILL *INSIDE.*

THEN *FLAME OFF*--AND WE'LL TRY *SNEAKING UP* ON HIM!

HEY-- WHAT *IS* THIS?

THE EDGES OF THE HOLE ARE *FUSED SMOOTH*--

--AS IF THIS HOLE HAD BEEN *MELTED* THRU THE WALL, YOU MEAN?

WHO *KNOWS?* MAYBE THERE'S A PHONY *HUMAN TORCH* RUNNING AROUND, TOO.

NOW WHY DON'T WE BOTH *BUTTON UP?* THIS IS SUPPOSED TO BE A *SNEAK* ATTACK, REMEMBER?

CAUTIOUSLY, SILENTLY NOW, THE TORCH AND ICEMAN PROWL THRU THE EMPORIUM'S *SHADOWS*--

--BUT, APPARENTLY, THEY ARE NOT QUITE *SILENT* ENOUGH--FOR *SUDDENLY*--

SPRAK

UUNNFF!

BWAK!

ARRGH!

ICE-BOLTS *AND* FIRE-BOLTS?

WHAT KIND OF *BURGLAR* ARE WE UP AGAINST?

--BUT *THERE* HE GOES *NOW!*

YOU'VE GOT *ME*, SNOWBALL--

DON'T *RECOGNIZE* HIM-- HE'S WEARING A *METALLIC SUIT* OF SOME SORT--

--BUT *WHOEVER* HE IS, IF HE THINKS HE'S GETTING *AWAY* FROM HERE THAT *EASILY*--

--HE IS OUT OF HIS COTTON-PICKING *MIND!*

RIGHT, TORCHY?

THRACK

UNNG!

I WOULDN'T HAVE PUT IT QUITE SO *TRITELY,* ICICLE--

--BUT THAT'S ABOUT THE *SIZE* OF IT!

IN *OTHER* WORDS, BUSTER: WHY DON'T YOU STICK AROUND AND GET *ACQUAINTED?*

OUT OF MY *WAY,* FOOL!

I HAVE NO TIME TO *SQUANDER* ON THE LIKES OF *YOU!*

WHUFF!

THUD!

THERE'S SO MUCH TO BE *DONE*--AND SO *LITTLE* TIME TO--*EH?*

NO--MY PROTECTIVE *SHIELDING*--! THAT YOUNG IDIOT *TORE* IT--!

YOU GET THE FEELING THERE'S *MORE* TO THIS GUY THAN WE *THOUGHT?*

UH-*HUH*--AND I ALSO GET THE UNCOMFORTABLE FEELING WE'RE GONNA FIND OUT *WHAT* IT IS!

LORD KNOWS I *TRIED* TO PREVENT THIS--

--TRIED TO FIND THE *CURE* IN TIME--

--BUT FATE HAS NOT BEEN *KIND!*

NOW, YOU YOUNG MEDDLERS, YOU WILL SUFFER THE CONSEQUENCES OF YOUR THOUGHTLESS VIOLENCE!--

--A FATE THE ANNOYING SPIDER-MAN ESCAPED EARLIER TONIGHT!

NOW YOU WILL FACE THE UNCONTROLLED POWER OF EQUINOX, THE THERMO-DYNAMIC MAN!

--AND YOU WILL NOT WALK AWAY FROM SUCH A CONFRONTATION-- ALIVE!

CRIPES--THAT GUY IS LIKE A LIVING NEON-SIGN--HEAT AND COLD KEEP RIPPLING UP HIS BODY IN WAVES--

PITCH

--AND HE SEEMS TO FIRE ICE FROM HIS HANDS WHEN HE'S BLAZING--

--AND FIRE FROM HIS HANDS WHEN HE'S FROZEN!

SO I'VE NOTICED!

HEY-- WHERE YOU GOING?

WHERE THE ACTION IS, SNOWBALL!

SITTING AROUND PLAYING TARGET FOR THIS FREAK ISN'T GOING TO GET US ANYTHING BUT DEAD!

FOOLS-- DO YOU WANT TO DIE?

NOT ESPECIALLY, NOXIE--BUT YOU'RE NOT REALLY GIVING US A CHOICE, ARE YOU?

I SUPPOSE YOU'RE RIGHT, ICEMAN --I'M NOT GIVING YOU A CHOICE --

NOT REALLY ANY CHOICE AT ALL!

BRAM

FOR LONG, SEEMINGLY INTERMINABLE MOMENTS, THE STREET OUTSIDE FAVERSHAM'S RINGS WITH THE SOUNDS OF *BATTLE*--

--AS THE TORCH AND ICEMAN JOIN *FORCES* TO COMBAT A MENACE WHOSE STARTLING POWERS ARE AN *AMALGAM* OF THEIR OWN--

--UNTIL, AT LAST A *NEW* SOUND INTRUDES UPON THE SCENE--

--THE MOURNFUL *WAIL* OF RAPIDLY-APPROACHING *POLICE SIRENS*--

P.D.

--AND IT IS A SOUND THAT DOES NOT GO *UNHEARD*!

THE *POLICE*--!?!

NO--NOT *NOW*! I HAVE NO TIME TO DEAL WITH *THEM* AS WELL!

GET AWAY FROM ME, CHILDREN--

SWAK!

UNNFF!

--AND CONSIDER YOURSELVES FORTUNATE--

--THAT I HAVE TIME ENOUGH ONLY TO RETRIEVE MY FALLEN PARCEL--

--THEN MAKE A SWIFT EXIT BEFORE THE POLICE ARRIVE!

WITH ANY LUCK, MY YOUNG FOES-- YOU WILL NEVER SEE ME AGAIN!

THAT'S WHAT HE THINKS! I WON'T BE SATISFIED TILL I SEE THAT LUNATIC THERMOMETER BEHIND BARS!

THEN LET'S STOP TALKING ABOUT IT, ICECUBE--

--AND DO SOMETHING!

EQUINOX HITCHED A RIDE ON A PASSING BUS--

--BUT THE TWO OF US CAN SUPPLY OUR OWN TRANSPORTATION!

YOO-HOO, NOXIE--IT'S US AGAIN! WANNA COME OUT AND PLAY?

YOU AGAIN!?! I HARDLY BELIEVE IT!

CNO 65

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I GAVE YOU BOTH A CHANCE TO *SURVIVE* OUR FIRST ENCOUNTER!

WHY DO YOU ACTIVELY *PURSUE* DEATH?

JUST NATURAL-BORN *THRILL-SEEKERS*, I GUESS.

FOOSH!

SARCASTIC YOUNG *FOOL!* THIS TIME I WILL SHOW YOU NO *MERCY!*

UUFF! HEY, *WATCH* IT, WILL YA? *HE'S* THE SARCASTIC ONE!

I DON'T KNOW *WHO* YOU REALLY *ARE*, MISTER-- OR *HOW* YOU BECAME A MAD-CAP MIXTURE OF THE *ICER* AND ME--

FWUDD

--BUT I'LL TELL YOU ONE THING I *DO* KNOW--

BROK!

I *DON'T* LIKE BEING CALLED A *CHILD!*

NICE *SHOT*, HOT-HEAD--RIGHT INTO MY *OPEN ARMS*--

--WHICH IS *CONVENIENT.*

CHUD!

--CAUSE *I* OWE NOXIE A FIRST-CLASS *KNUCKLE-BRUISER!*

HEY--YOU KNOCKED HIM RIGHT *OFF* THE BUS--!

BWAMP!

BUT DON'T YOU **WORRY,** FREAK-FACE--

WHEREVER **YOU** GO, **WE** GO!

STAY WITH ME MUCH **LONGER,** CHILD --AND YOU'LL GO WITH ME STRAIGHT TO **HELL!**

MY TRANSFORMATIONS COME MUCH **SWIFTER** NOW! SOON I WILL--**NO!**

VWUMPP!

YOUR **TWIN BLASTS**-- CAUGHT ME AT THE PRECISE INSTANT OF **CHANGE**--

--**HALTED** MY INTERNAL REACTIONS--! THE **ENERGIES** TRAPPED WITHIN ME ARE QUICKLY BUILDING TO--

-- **CRITICAL MASS!**

BWAROOM!

HE **EXPLODED** --BLEW HIMSELF TO **ATOMS!**

ALL THAT'S **LEFT** OF HIM IS THAT **CRATER**--

--AND THE **PACKAGE** THAT HE STOLE!

WONDER WHAT'S **IN** IT THAT WAS WORTH HIS **LIFE?**

IT'S AN **ATOMIC CLOCK** --A DEVICE USED TO REGULATE **TIME INTERVALS.** REED MENTIONED THEY HAD A SPECIAL **JEWELED** ONE ON DISPLAY AT FAVERSHAM'S.

BUT THERE WERE SO MANY OTHER MORE **VALUABLE** ITEMS IN THE STORE. WHAT WOULD EQUINOX WANT WITH **THIS?**

I GUESS WE'LL NEVER **KNOW** THAT... **NOW.**

WON'T WE? I **WONDER...**

THERE'S A **SEWER** RIGHT UNDER THE SPOT WHERE NOXIE WENT **BOOM**--

"--A SEWER WITH A CURRENT JUST **STRONG** ENOUGH TO SWEEP A MAN TO **SAFETY!**"

NEXT ISSUE: THE **WEB-SLINGER** IS BACK--AND HE'S BRINGING **BROTHER VOODOO** WITH HIM! BE HERE FOR... **MOONDOG** IS ANOTHER NAME FOR **MURDER!**

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MARVEL TEAM-UP

FEATURING:

SPIDER-MAN® AND BROTHER VOODOO™

DON'T DO IT, MOONDOG! WE'VE FOUND YOU!

STAY BACK! YOU'RE TOO LATE TO SAVE HER!

SPIDER-MAN! HE'S DEFYING US!

MOONDOG IS ANOTHER NAME FOR MURDER!

Stan Lee presents: SPIDEY and BROTHER VOODOO--TOGETHER!™

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MOONDOG IS ANOTHER NAME FOR MURDER!

PORTRAIT OF THE ARTIST AS A... SPIDER-MAN? IT IS LATE EVENING IN THE BIG APPLE-- AS A BUDDING BOTTICELLI ATTEMPTS TO ELUDE ENCROACHING BOREDOM BY TRYING HIS HAND AT CREATIVE EXPRESSION.

WHO SAYS OUR FRIENDLY NEIGHBORHOOD WEB-SLINGER AIN'T GOT NO CULTURE?

J. JONAH JAMESON PUBLISHER DAILY BUGLE SAYS I'LL BEAT THE ENERGY CRISIS OUR CRUSADING PUBLISHER

HEY, THIS ISN'T HALF-BAD. MAYBE I COULD BECOME A NEW VAN GOGH-- CUT OFF ONE OF MY EARS--

NAH--THAT'D PROBABLY MAKE MY MASK LOP-SIDED.

IT IS THEN HE HEARS THE SCREAM.

EEEEEEE

HATE TO LEAVE MY MASTER-PIECE HALF-FINISHED--

--BUT DUTY CALLS--

--AND YOU-KNOW-WHO MUST ANSWER.

AND PURSUING THE ECHO OF THE DESPERATE CRY, THE WEB-SPINNER SOON DISCOVERS...

--A GIRL--

--BEING ATTACKED BY FOUR OF THE FREAKIEST MUGGERS I'VE SEEN--

--AND, BELIEVE ME-- I'VE SEEN PLENTY!

HEADS UP, GOON-GROUP-- YOU'VE GOT COMPANY!

SPAK!

SPIDER-MAN--!?

IN THE WEB-COVERED FLESH, PRETTY LADY!

DON'T KNOW EXACTLY WHAT THESE REJECTS FROM "TARZAN MEETS THE KING FAMILY" WANTED WITH YOU--

--BUT I GUARANTEE WHEN I'M DONE WITH THEM--ALL THEY'LL WANT IS A GOOD DOCTOR!

SACRILEGIOUS *INSECT*-- FOR INTERFERING WITH THE WILL OF THE *MASTER*, YOU WILL *DIE*-- *EH?*

IMPOSSIBLE--! NO ONE CAN MOVE THAT *QUICKLY*!

NOW YOU TELL ME. MAYBE *NEXT* TIME I SHOULD JUST *STAND* THERE--

--AND LET YOU TURN ME INTO *CHOPPED MEAT*!

NOT THAT THERE'LL *BE* A NEXT TIME, THAT IS.

MY HANDY-DANDY *WEBBING* WILL SEE TO *THAT*.

OUR *HANDS*--HE'S BOUND THEM *TOGETHER*--!

THWIPP!

AND TO THE WALL-CRAWLER'S SUDDEN AMAZEMENT...

HUH? THEY'VE TORN THE WEBBING *APART*!

KRRIPP!

FOR AN INSTANT, SPIDEY STANDS *STUNNED*, TRYING TO FATHOM THE *REASON* FOR HIS WEBBING'S UNEXPECTED *FAILURE*--

--AND THAT INSTANT IS HIS *UNDOING*--

THE WEB-SLINGER *FALLS* BENEATH THE WEIGHT OF SUPERIOR NUMBERS--

--GLEAMING DAGGERS POISE TO *STRIKE*--

--AND A YOUNG WOMAN'S TERRIFIED SCREAM IS SUDDENLY SMOTHERED BY A NEW, MORE POWERFUL SOUND--

--A SOUND UNNERVINGLY LIKE THE FRENZIED BEATING OF A VOODOO DRUM!

SHE TURNS AT THE SOUND--

DUM DUM

--TO FIND A GREAT CLOUD OF SMOKE BILLOWING UP FROM THE VERY STREET--

DUM DUM

--THEN FROM THOSE SWIRLING MISTS, THERE ABRUPTLY STEPS--A MAN!

HIS NAME IS JERICHO DRUMM-- AND ONCE HE WAS AN AUTHOR-- A SCHOLAR--A NOTED PSYCHOLOGIST...

NOW HE IS MERELY-- BROTHER VOODOO--

DUM DUM DUM DUM

--AND, IN TRUTH, THAT IS MORE THAN ENOUGH!

AWAY FROM HIM, YOU WORTHLESS SCUM!

WHOK!

YOUR MAD MASTER SHALL HAVE NO NEW SACRIFICE THIS NIGHT!

DON'T KNOW WHO THAT FELLA IS-- BUT I'VE GOT TO SAY THIS FOR HIM:

HE KNOWS HOW TO MAKE ONE HECK OF AN ENTRANCE!

BRAK

SPOK

THANKS FOR THE TIMELY *ASSIST*, CHUM.

WHUD!

ON THE *CONTRARY*, SPIDER-MAN: THANK *YOU* FOR ASSISTING *ME*!

FOOK!

*AND BEFORE SPIDEY CAN EVEN **CONSIDER** THE MEANING OF THE VOODOO-LORD'S CURIOUS STATE-MENT...*

MY SPIDER-SENSE-- *TINGLING--!*

THAT *KNIFE--!*

CLOSE, CHARLIE--

--BUT *NO* CIG--

FE LLNNGGG EEEE

ZZ

NO-- THE *GIRL--!*

WHAT *HAPPENED?*

SHE WAS STANDING *BEHIND* ME--

--WHEN SKULL-TOP THREW HIS *SHIV!*

M-MY *ARM--!* PLEASE-- *HELP* ME--!

HOW *IS* SHE, MISTER...?

THEY CALL ME *BROTHER VOODOO*-- AND THE GIRL WILL BE QUITE *FINE*--

--ASSUMING SHE RECEIVES *MEDICAL CARE* AS QUICKLY AS POSSIBLE!

WHICH MEANS WE'D BEST DEAL WITH YOUR *ATTACKERS*, THEN... *EH?*

THEY'RE *GONE!*

WELL, FOR PETE'S SAKE-- DON'T *COMPLAIN* ABOUT IT!

LET'S JUST GET THIS POOR KID TO THE *HOSPITAL!*

AND NOT TOO VERY LONG AFTERWARDS...

HOW'S THE GIRL DOING, B.V.?

SATISFACTORILY, I'M TOLD.

HOSPITA QUIET!

GOOD. THEN MAYBE YOU CAN TELL ME SOMETHING--

--LIKE WHAT THIS WHOLE MESS IS ABOUT?

IT IS ABOUT VOODOO, SPIDER-MAN --AN ART THAT I AM MASTER OF--

--AND ABOUT A LIVING LOA-- A SPIRIT-- THAT I HAVE TRACKED HALF-WAY ACROSS THIS COUNTRY!

"HE IS CALLED MOONDOG-- THE MALICIOUS--

"--AND, UNTIL TWO WEEKS AGO, HE WAS THE HOUNGAN --THE HEAD PRIEST-- OF A MOST HEDONISTIC CULT, OPERATING IN NEW ORLEANS--

"--A CULT DEVOTED TO THE ULTIMATE PLEASURES OF LIFE-- AND OF DEATH!

"FOURTEEN DAYS PAST, I FINALLY SHATTERED MOONDOG'S POWER IN NEW ORLEANS--

"--BUT MOON-DOG HIMSELF-- ESCAPED!

"I HAVE BEEN SEARCHING FOR HIM EVER SINCE THEN--IN PLACES THAT SANER MEN WOULD EAGERLY SHUN--

"--FOR MOONDOG'S INFLUENCE IS A TERRIFYING THING--

"--AND I COULD NOT PERMIT HIM TIME ENOUGH TO BUILD HIS STRENGTH ANEW!

BUT APPARENTLY, SPIDER-MAN, I HAVE *FAILED* IN THIS ENDEAVOR--

--FOR THOSE WE *BATTLED* TONIGHT WORE THE *SKULL OF THE MONGREL*--WHICH CAN ONLY MEAN THAT MOONDOG ALREADY HAS *SERVANTS* IN NEW YORK!

BUT WHAT DID THEY WANT WITH THE *GIRL*?

TO LEARN *THAT* WE MUST *ASK* HER...

--AND HOSPITAL AUTHORITIES AREN'T EXACTLY ABOUT TO LET TWO DUDES DRESSED LIKE *US* IN TO SEE HER, HUH?

WE'LL, DON'T *SWEAT* IT, B.V.--

--YOUR FRIENDLY NEIGHBORHOOD *WALL-CRAWLER* IS USED TO HAVING THE *FRONT DOOR* SLAMMED IN HIS FACE--

--AND BROTHER, I'VE NEVER LET IT *STOP* ME BEFORE!

BE BACK IN A FLASH WITH THE *FLAP!*

MOMENTS LATER, ON THE HOSPITAL'S NINETEENTH FLOOR...

WHO--? OH, *SPIDER-MAN*--!

SORRY IF I *STARTLED* YOU, PRETTY LADY-- JUST DROPPED IN TO ASK YOU A FEW *QUESTIONS*--

--LIKE *WHY* THOSE FREAKED-OUT JOKERS PICKED *YOU* FOR TONIGHT'S FESTIVITIES?

I ONLY WISH I *KNEW*, SPIDER-MAN, MY NAME'S *GAIL PARIS*-- I'M AN ASPIRING *ACTRESS*--

--AND ALL I DID WAS TRY OUT FOR AN OFF-BROADWAY *PLAY*--

--A PLAY ABOUT *VOODOO!*

I DIDN'T GET THE *PART*--AND I DIDN'T LIKE THE WAY THE DIRECTOR KEPT *LOOKING* AT ME--SO I LEFT THE SHELBY THEATRE IN A *HURRY.*

I WAS ON MY WAY *HOME* WHEN THOSE MANIACS *ATTACKED* ME--AND--AND--

I'M SORRY... THAT'S ALL I KNOWWwww...

SHE'S *ASLEEP*-- A *SEDATIVE*, I GUESS. BETTER GET BACK TO *BROTHER VOODOO* AND TELL HIM...

NO NEED TO *TELL* HIM *ANYTHING*, SPIDER-MAN--

BROTHER VOODOO ALREADY *KNOWS!*

HUH? HEY-- HOW THE BLAZES DID YOU GET *IN* HERE?

I DIDN'T HEAR THE *DOOR* OPEN--AND I DON'T THINK YOU CAN *FLY*--!

NO, SPIDER-MAN-- I *CAN'T* FLY--

--BUT I SUGGEST WE CONCERN OURSELVES RATHER WITH THE *IMPLI-CATIONS* OF MS. PARIS'S *STORY*...

YOU MEAN-- LIKE THE FACT THERE'S A *VOODOO* PLAY OPENING IN TOWN JUST WHEN YOU'RE HUNTING DOWN A REAL LIVE *VOODOO CULT?*

I'VE ALREADY *CAUGHT* THE IMPLICATIONS, B.V.-- AND I'M ON MY *WAY* TO CHECK THEM OUT!

THEN I'LL *MEET* YOU IN FRONT OF THE *SHELBY THEATRE* AS SOON AS YOU CAN *GET* THERE, SPIDER-MAN.

AS SOON AS *I* CAN GET THERE? WHO DOES BIG BROTHER THINK HE'S *KIDDING?*

THERE'S NO WAY IN THE WORLD *HE* CAN GET ACROSS TOWN AS FAST AS I CAN BY *WEB-SLINGING*--

--OR *IS* THERE?

FROM WHAT I'VE *SEEN* OF THAT GENT SO FAR TONIGHT, IT WOULD BE A MISTAKE TO *UNDERESTIMATE* HIM--

--'CAUSE I HAVE A SUSPICION THE VOODOO-LORD IS *TWICE* THE MAN HE APPEARS TO BE--

--WHICH IS ALREADY *TWICE* THE MAN MOST *OTHER* MEN ARE--

--OR *SOMETHING* LIKE THAT.

OH, NO... I WAS *RIGHT.*

WOULD YOU PLEASE MIND TELLING ME HOW YOU *PULL* THAT STUNT?

IT'D SAVE ME A *FORTUNE* IN SUBWAY FARES.

SORRY, SPIDER-MAN--I'M AFRAID IT'S A *TRADE SECRET*--

--BUT WHILE I WAS *WAITING* FOR YOU, I HAD A CHANCE TO *SURVEY* THE INSIDE OF THE *THEATRE.*

NOW HERE'S MY *PLAN*...

THE THEATRE IS SMALL, DARK, INTIMATE--

*--AND THE PLAYERS UPON THE **STAGE** ARE OBVIOUSLY QUITE **WELL-VERSED** IN THEIR ROLES.*

*THE AUDIENCE SITS ENTRANCED, TRANSFIXED BY THE WILDLY ABANDONED **GYRATIONS** PERFORMED BEFORE THEM--*

*--AS THE POWERFULLY-BUILT **STAR** OF THE DRAMA LAUGHINGLY INTONES THE PROPER **INCANTATIONS** -- RAISES THE SHARP CEREMONIAL **DAGGER** ABOVE HIS HEAD--*

*--BUT AS IT BEGINS ITS FATAL **PLUNGE** TOWARDS ITS LOVELY VICTIM'S **BREAST**, A DEEP, COMMANDING **VOICE** SHOUTS--*

STOP!!

PUT THE DAGGER **DOWN**, MOONDOG!

SHED ONE **DROP** OF THAT CHILD'S BLOOD--AND I WILL SURELY **DESTROY** YOU!

LADIES AND GENTLEMEN, PLEASE *EXCUSE* ME--BUT I'M AFRAID YOU MUST ALL *LEAVE* HERE IMMEDIATELY!

THE SHOW IS *OVER* FOR TONIGHT!

YOU'RE *WRONG*, VOODOO-LORD--

--THE *SHOW* IS JUST *BEGINNING!*

BY GHEDE-- WHAT A *FOOL* I AM! MOONDOG WOULD *NEVER* PEFORM HIS SECRET RITES FOR *UNBELIEVING* EYES TO SEE--!

THE ENTIRE *AUDIENCE* IS PART OF HIS *CULT!*

YOU HAVE *INTRUDED* IN MATTERS THAT DO NOT *CONCERN* YOU--

--AND FOR THAT-- *YOU WILL DIE!*

WHUD!

WHATEVER CONCERNS *VOODOO* CONCERNS *ME*, DOLT--

--AND YOU WILL *FIND*, BY THE WAY, THAT I DO NOT DIE *EASILY!*

PAF!

THE ODDS ARE ALMOST *OVERWHELMING* --BUT I MUST KEEP STALLING FOR *TIME* UNTIL--

--BUT TO *ME*, IT'S A QUESTION OF *LIFE-AND-DEATH!*

BAF!

BIF!

SORRY ABOUT THAT, B.V.-- BUT IT TOOK A LITTLE WHILE TO FIND A WAY *INTO* THIS PLACE THRU THE *ROOF!*

BESIDES--YOU DIDN'T REALLY THINK I WAS GONNA LET YOU HAVE *ALL* THE FUN, DID'JA?

I'D SINCERELY *HOPED* NOT, SPIDER-MAN! THIS MAY BE FUN TO *YOU!*--

SPIDER-MAN--WHAT *KEPT* YOU?

CHUFF!

--OR CAN *ANYBODY* JOIN IN?

--THE ***WEB-SLINGER*** ARRIVES!

GEE, IS THIS A *PRIVATE* CELEBRATION--

--AND THE VERY IDEA OF *TOUCHING* THIS SCUM *REPULSES* ME!

BROK!

I WAS BEGINNING TO THINK I WOULD HAVE TO *DEAL* WITH THIS MINDLESS RABBLE ALL *ALONE--*

HA HA HA HA HA HA HA HA

YOU KNOW, B.V.-- IT OCCURS TO ME--

--THAT IF WE TAKE OUT THE LEADER, FIGHTING THE OTHERS MIGHT PROVE UNNECESSARY!

IT OCCURRED TO ME AS WELL.

THE BATTLE RAGES ON--AND HARSH, THUNDEROUS LAUGHTER FILLS THE DUSTY THEATRE LIKE SYRUP--

HAHAHAHAHAHA!

THEY TURN, CASTING THEIR OPPONENTS ASIDE--

--THEN STRIDE BOLDLY FORWARD THRU THE RISING SEA OF MANIACAL MIRTH--

--AND THE DIN BECOMES LOUDER, MORE NUMBING TO THE EAR!

PAIN GROWS-- HUNGRILY--

--BUT THEY TRY TO IGNORE IT AS THEY DRAG THEMSELVES CLOSER, FOOT BY AGONIZING FOOT.

THEY ARE ONLY INCHES FROM THE WILDLY-HOWLING MOONDOG WHEN THEY FALL SENSELESS AT HIS FEET.

TAKE THEM, MY CHILDREN-- AND PREPARE THEM FOR WHAT COMES NEXT!

AND WHAT COMES NEXT, OUR DAUNTLESS DUO DISCOVERS WHEN AT LAST THEY AWAKEN, IS NOT GOING TO BE PLEASANT.

HOO-BOY! ALREADY I DON'T LIKE THE LOOKS OF THIS, B.V.!

A SURPRISINGLY APPROPRIATE METAPHOR, SPIDER-MAN. HA-HA-HA!

I'M TRUSSED UP TIGHTER THAN A THANKSGIVING TURKEY!

EXACTLY WHAT ARE YOUR INTENTIONS, MOONDOG?

I SHOULD THINK ONE WITH YOUR REPUTATION WOULD KNOW THE ANSWER TO THAT, BROTHER VOODOO.

SINCE YOU BOTH DENIED ME A SACRIFICE EARLIER THIS EVENING--

--I INTEND TO SACRIFICE THE TWO OF YOU IN HER PLACE! HA-HA-HA!

DON'T KNOW WHAT THESE ROPES ARE MADE OF--BUT I CAN'T BREAK THEM!

NOR CAN I, SPIDER-MAN!

THEN IN THE IMMORTAL WORDS OF AL CAPONE--

--I GUESS THIS IS CURTAINS!

PERHAPS, SPIDER-MAN-- AND PERHAPS NOT!

THERE ARE POWERS AT WORK IN THIS WORLD THAT YOU COULD NOT BEGIN TO IMAGINE.

AND BEFORE OUR WEB-SLINGER CAN QUESTION HIS ENIGMATIC COMPANION'S MOST CRYPTIC COMMENT--

--THE FLAMES ENVELOP BOTH OF THEM COMPLETELY!

FOR A MOMENT, MOONDOG'S WILD TRIUMPHANT **LAUGHTER** RINGS THRU THE DARK-ENED THEATRE'S **EAVES**--

--LAUGHTER THAT ABRUPTLY **DIES** IN MOONDOG'S THROAT--

--AS A POWERFUL FIGURE STRIDES SEEMINGLY **UN-HARMED** FROM THE RAGING FLAMES--

--THE GRIM-VISAGED FIGURE OF A MAN WHO **DIED**-- YET **LIVES AGAIN**--

--REBORN AS THE VERY **EMBODIMENT** OF THE ARCANE **ARTS DE VAUDOU**--

--THE LIVING LEGEND CALLED **BROTHER VOODOO!**

AWAY FROM ME, YOU SLOBBERING SYCOPHANTS!

WHOK

CHUD

I WILL BROOK NO INTERFERENCE FROM SUCH AS YOU WHEN A LIFE HANGS IN THE BALANCE!

I ALLOWED THE FLAMES TO BURN MY BONDS AWAY--

--BUT SPIDER-MAN IS STILL TRAPPED WITHIN THEM!

MY CLOAK CAN EASILY EXTINGUISH THE FIRE--

--BUT HAS SPIDER-MAN SURVIVED HIS ORDEAL OR...?

EH? INCREDIBLE! HE USED HIS WEBBING TO FORM A PROTECTIVE COCOON ABOUT HIMSELF--

--BUT I CAN DETECT NO MOVEMENT FROM WITHIN!

COULD HE HAVE SOMEHOW SUFFOCATED OR...?

NO--THE COCOON TREMBLES-- SHUDDERS--

--AND YOUR FRIENDLY NEIGHBORHOOD MASOCHIST IS BACK IN ACTION!

HOW'S TRICKS, VOODOO-MAN?

SPIDER-MAN! I'D FEARED...

UH-UH, UGLIES-- SHOULDN'T SNEAK UP BEHIND THE NICE SUPER-HERO!

BROK!

HUH? I WAS SO CONCERNED ABOUT SPIDER-MAN, I HADN'T EVEN NOTICED--!

NOR WILL YOU NOTICE ANYTHING ELSE, BROTHER VOODOO--FOR NOW YOU DIE!

CONGRATULATIONS, HOUN'DOG --YOU'VE JUST WON THE "CLICHE OF THE YEAR" AWARD!

BUT YOU ARE WRONG, WEB-SPINNER! I AM NOT BROTHER VOODOO'S--

--HE IS MINE!

BY THE WAY, B.V.-- YOU WANT HOUN'DOG, HE'S YOURS. I'LL HANDLE THE RIFFRAFF.

YOUR WORDS ARE THE CONVICTIONS OF A *MADMAN*, MOONDOG--

--AND LIKE *ALL* MAD-MEN'S MOUTHINGS--

THEY HAVE LITTLE BASIS IN *FACT!*

CHUFF!

GLOAT WHILE YOU *CAN*, VOODOO-LORD--FOR YOU WILL NOT GLOAT *LONG!*

UUNFF!

HE'S *PANICKING*-- LIKE HE DID IN NEW ORLEANS-- TRYING TO *ESCAPE*--

--AND IF HE CAN *REACH* THAT OPENING THAT SPIDER-MAN FOUND IN THE *ROOF*, HE'S LIABLE TO *SUCCEED!*

I CANNOT *ALLOW* THAT!

YOU MAY HAVE *THWARTED* ME FOR THE MOMENT, VOODOO-LORD--BUT I ASSURE YOU WE WILL MEET *AGAIN!*

THEN, THE VOODOO-MASTER MOUTHS AN ARCANE CHANT --AND FROM SOMEWHERE DEEP WITHIN HIM, *AID* IS SUMMONED--

--AS THE SPECTRAL IMAGE OF HIS MURDERED BROTHER, *DANIEL*, RISES FROM HIS BODY--

--TAKES IMMEDIATE AND CHILLING *POSSESSION* OF ONE OF MOONDOG'S DISHEARTENED MINIONS--

--AND JOINS HIS LIVING COUNTER-PART IN THE PURSUIT OF THE FLEEING MENACE CALLED *MOON-DOG*...

COME AHEAD IF YOU *DARE*, VOODOO-LORD-- THIS *CAT-WALK* WILL BE THE *DEATH* OF YOU!

GOOD-- HE STILL HASN'T NOTICED HE'S *SURROUNDED.*

THEN, AS IF SENSING THE VOODOO-MASTER'S THOUGHTS, MOONDOG WHIRLS, DISCOVERS HIS PREDICAMENT, AND...

SO-- YOU THOUGHT TO TRICK ME, BETRAY ME-- BUT YOU HAVE FAILED--

--AND NOW YOU WILL PAY THE PRICE!

HE'S HYSTERICAL WITH RAGE. ONLY ONE WAY TO DEFEAT HIM NOW!

NO-- YOU CAN'T--!

I WILL HAVE TO KILL HIM!

SCREAMING INSANELY, MOONDOG FALLS--

--AND HIS PLUMMETING BODY IS SUDDENLY ENCIRCLED BY A NIMBUS OF LIGHT--

--LIGHT THAT FADES IN AN INSTANT--

--LEAVING A COMPLETELY-BEFUDDLED FIGURE TO COME TO A SUDDEN WEB-CUSHIONED HALT!

I'M SAVED-- BUT HOW?

YOU LANDED IN AN INSTANT SPIDEY-SLING-- THAT'S HOW, MOONDOG!

MOONDOG? WH-WHO ARE YOU TALKING ABOUT?

MY NAME IS WALLY BEVINS -- I'M AN ACCOUNTANT! I'M...

I'M AFRAID THIS WILL COME AS QUITE A SHOCK TO YOU, SPIDER-MAN--

FORGET IT, CHARLIE-- I WASTED TOO MUCH WEBBING ON YOUR FOLLOWERS TO LET YOU COP AN INSANITY PLEA.

HEY-- WHAT AM I DOING IN THESE STRANGE CLOTHES?

--BUT MR. BEVINS IS TELLING THE TRUTH!

MOONDOG IS A LOA-- A SPIRIT-- NOT A LIVING BEING! HE POSSESSED THE BODY OF MR. BEVINS DOWN IN NEW ORLEANS--

--THEN FLED IT RATHER THAN PERISH WITH IT WHEN I THREW MR. BEVINS FROM THE CAT-WALK.

IT IS DOUBTFUL MOONDOG WILL SOON RETURN--

--BUT IF HE DOES, BROTHER VOODOO WILL BE WAITING!

NEXT ISSUE: SPIDEY & DAREDEVIL!

MARVEL TEAM-UP
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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN® AND DAREDEVIL™

ACTION --IN THE MIGHTY MARVEL MANNER!

THEY'RE BACK!! THE UNHOLY TRIO! CAT-MAN-- BIRD-MAN-- AND APE MAN MAKES THREE!!

SPIDER-MAN: *IN REALITY,* ***PETER PARKER,*** *TRAUMA-TOSSED TEEN-AGED SCIENCE STUDENT WHO GAINED HIS REMARKABLE POWERS FROM THE BITE OF A* ***RADIOACTIVE*** *SPIDER!*

DAREDEVIL: *A.K.A.* ***MATT MURDOCK,*** *BLIND LAWYER,* ***WHO,*** *LIKE HIS WEB-SLINGING ALLY, GARNERED HIS RADAR SENSES AS THE RESULT OF A RADIOACTIVE* ***ACCIDENT!***

Stan Lee PRESENTS: SPIDEY AND DAREDEVIL -- TOGETHER!™

LEN WEIN *WRITER* * JIM MOONEY & FRANK GIACOIA *ARTISTS* * ARTIE SIMEK, *LETTERER* GLYNIS WEIN, *COLORIST* * ROY THOMAS *EDITOR*

THREE INTO TWO WON'T GO!

YOU KNOW THE OLD SAYING: "YOU CAN NEVER FIND A ***COP*** *WHEN YOU* ***WANT*** *ONE"? WELL, BELIEVE IT OR NOT, TIGER, THAT SAME TIRED ADAGE CAN ALSO APPLY TO* ***CRIME--***

--WHICH EXPLAINS WHY AN ACTION-READY ***SPIDER-MAN*** *IS PASSING HIS TIME IN SUCH* ***QUIET*** *FASHION THIS NIGHT.*

HE'S SPENT THE PAST SEVERAL HOURS ***SCOURING*** *THE ISLAND MANHATTAN-- BUT HE HASN'T FOUND ANYTHING EVEN VAGUELY* ***RESEMBLING*** *A CRIME--*

--UNTIL ***NOW!***

CRAZY

APPLY

SONUVAGUN-- IF THAT DOESN'T APPEAR TO BE A FULL-FLEDGED BONA FIDE ***CAT-BURGLAR--***

AND CERTAINLY ***DRESSED*** FOR THE PART-- IF I ***DO*** SAY SO MYSELF!

THE FLEEING FELINE FELON RACES ALONG THE TELEPHONE WIRES WITH THE ASTONISHING **SURE-FOOTEDNESS** OF THE CREATURE HE IS **GARBED** TO RESEMBLE--

--BUT HIS FLIGHT IS ABRUPTLY CUT **SHORT** AS, SUDDENLY...

HUH?

THWAK!

THE **MONEY**--SOMETHIN' **YANKED** IT OUTTA MY HAND--

--BUT **WHAT**-- **WHO**--?

DO DA NAME **RUBY BEGONIA** RING A FAMILIAR BELL DERE, CHUCKLES?

SPIDER-MAN!?!

LOOK, JUST 'CAUSE YOU DON'T KNOW THE **ANSWER** IS NO REASON TO GO AROUND CALLING PEOPLE **NAMES!**

THWUD!

HEY, WHADDAYA KNOW--IT'S **TRUE!**

CATS **DO** ALWAYS LAND ON THEIR **FEET!**

THIS CAT DOES, WEB-SLINGER--

--NOT THAT IT'S GONNA MAKE ANY **DIFFERENCE,** ONCE I SINK MY **CLAWS** INTO YOU!

GONNA BE **THAT** WAY ABOUT IT, HUH?

WELL, JUST LET ME **WEB DOWN** YOUR SATCHEL SO NOBODY CAN **WALK OFF** WITH IT, AND THEN...

ENOUGH OF THAT BLASTED **MOUTH** OF YOURS, WALL-CRAWLER-- JUST PUT UP YOUR **DUKES!**

'CAUSE IF YOU'RE LOOKIN' FOR A **FIGHT,** MISTER--

--THE **CAT-MAN** IS JUST THE GUY TO **GIVE** IT TO YA!

UNFF!

I HAVE THE *SPEED* OF A CAT-- THE *AGILITY* OF A CAT--

--AND THE *MOUTH* OF AN EVER-LOVING *PARROT*--

--AND LIKE *MOST* PARROTS, CHARLEY--

--YOU'RE GONNA WIND UP IN A *CAGE!*

HUH?

STILL HAVEN'T GOTTEN THE *IDEA,* HAVE YA, WALL-CRAWLER?

IT TAKES A LOT MORE THAN *YOU* CAN LADEL OUT TO TAKE *ME* OFF MY FEET!

OH?

THEN LET'S SEE HOW YOU STAND UP TO-- *EH?*

HE JUMPED *BACK* OUT OF THE WAY-- FROM A *STANDING* START!

NOW YOU'RE GETTIN' THE POINT, FREAK! I'M...

OKAY-- *HOLD IT--* RIGHT WHERE YOU ARE!

SOMEONE *BEHIND* US-- SOMEONE MY SPIDER-SENSES DIDN'T *DETECT*--

--BUT *WHO* COULD...?

IN CASE YOU'VE FORGOTTEN THE *NAME,* WEB-SLINGER--

KWUDD!

UUNNFF!

--THEY CALL ME-- *DAREDEVIL!*

THE MAN WHO'S GOING TO PIN YOUR *HIDE* TO THE WALL!

YOU'VE BEEN RUNNING *ROUGHSHOD* OVER THIS CITY *LONG ENOUGH*, WEB-HEAD--

--AND IT'S TIME *SOMEBODY* PUT A *STOP* TO IT!

THAT "*SOMEBODY*" MEANING *ME!*

NO *WONDER* MY SPIDER-SENSE DIDN'T WARN ME OF *DANGER.*

DAREDEVIL IS *SUPPOSED* TO BE A *FRIEND!*

BUT SINCE THAT LITTLE FACT DOESN'T SEEM TO *BOTHER* THAT HORN-HEADED *GLORY-HOUND*, IT WON'T BOTHER *ME* WHEN I...

UUNFF!

SPAK

C'MON, WEB-SLINGER-- *FIGHT BACK!*

DON'T MAKE THIS *TOO* EASY FOR ME.

WELL, SINCE YOU PUT IT *THAT* WAY, BIG SHOT--

--I *WON'T!*

WHOK!

HUHN!

THERE! THAT'S MORE LIKE THE SPIDER-MAN I USED TO KNOW AND *LOATHE!*

TAKING YOU OUT OF *CIRCULATION* IS GOING TO BE A *PLEASURE!*

HEY-- LOOK, HORN-HEAD, I DON'T KNOW WHAT PUT THAT *BURR* UNDER YOUR SADDLE--

--BUT CAN'T WE *TALK* THIS OUT BEFORE WE *SLUG* IT OUT?

NOT A *CHANCE*, CREEP!

HO-KAY-- THEN I GUESS WE'LL HAVE TO DO THIS THE *HARD* WAY!

HUH? HE *CAUGHT* MY BILLY-CLUB BEFORE IT COULD *HIT* HIM--

--PULLING ME *OFF-BALANCE*-- OFF MY *FEET*--!

I DON'T *BELIEVE* IT! THOSE TWO FREAKS ARE SO INVOLVED IN THEIR *OWN* BATTLE--

--THEY'VE FORGOTTEN ABOUT *ME!*

WHUP!

NOW'S MY CHANCE TO *GRAB* THE MONEY AN' *SCRAM* BEFORE... *BLAST!*

LOUSY WEBBING'S *GLUED* THE BAG TO THE SIDEWALK! I CAN'T *BUDGE* IT--

--AN' I'M *NOT* GONNA STICK AROUND *WAITIN'* FOR THOSE SCREWBALLS TO *REMEMBER* I'M STILL HERE!

THIS LITTLE PUSSY-CAT IS *CUTTIN' OUT*-- AN' *FAST!*

BWOK!

C'MON, WEB-HEAD, GIVE IT UP-- BEFORE I REALLY *HURT* YOU!

YOU HURT *ME?* MISTER, I'VE BEEN *PULLING* MY PUNCHES TO KEEP FROM *CREAMING* YOU WITH MY *SPIDER-STRENGTH,* BUT *NOW*--

HEY--THE CAT-MAN IS *GONE!*

--I'M GONNA SIMPLY *SLAUGHTER* YOU!

NO, WEB-SLINGER-- *WAIT!* COOL DOWN A SECOND!

OUR FIGHT IS *FINISHED!*

OH? THEN YOU'D BETTER HAVE ONE *HECK* OF A GOOD *EXPLANATION*, BUSTER--

--OR I'M GONNA PULL THOSE BLASTED *HORNS* DOWN AROUND YOUR *NECK!*

THE EXPLANATION IS *SIMPLE*, WEB-HEAD.

I DID WHAT I DID TO *SAVE* A GIRL'S *LIFE!*

"YOU *KNOW* ABOUT THE APPALLING RASH OF PSEUDO-POLITICAL *KIDNAPPINGS* LATELY, WEB-SLINGER--*EVERY-ONE* DOES--

"--BUT WHAT YOU *DON'T* KNOW IS THAT EARLY THIS MORNING, *GAIL CALLAN*, DAUGHTER OF THE WEALTHY INDUSTRI-ALIST, JOINED THE RANKS OF THE *ABDUCTED!*

"AS SHE LEFT FOR SCHOOL TODAY, HER TWO FULL-TIME *BODYGUARDS* WERE PREPARED TO EXPECT *ANYTHING*--

"--EXCEPT A SUDDEN ATTACK FROM *ABOVE!*

"--AND BEFORE THE STUNNED GUARDS COULD HOPE TO *REACT*, THE *BIRDMAN*, ONE OF A GROUP CALLED THE *UNHOLY THREE*, SCOOPED UP THE *GIRL*--

"TALONS OUTSTRETCHED, A WINGED FIGURE PLUNGED FROM THE *SKY*--

HEY!? WHAT *IS* THIS?

IT'S A *KIDNAPPING*, YOU JERK! WHAT DOES IT *LOOK* LIKE?

WELL, HE WON'T GET *FAR!* ONE GOOD *SHOT* WILL...

FOR PETE'S SAKE, PUT THAT THING *AWAY!* YOU'RE LIABLE TO HIT THE *GIRL!*

"--AND, WITHIN MOMENTS, THE BIRD-MAN AND GAIL HAD VANISHED INTO THE *DISTANCE!*

"THIS EVENING, DISTRICT ATTORNEY **FRANKLIN NELSON** AND HIS FRIEND, BLIND LAWYER **MATT MURDOCK**, WERE AT CALLAN'S HOME WHEN THE **RANSOM CALL** CAME.

YES... **YES**... OF COURSE I'LL DO AS YOU SAY!

YES... I HAVE THE **MONEY** RIGHT HERE!

PLEASE... I **BEG** OF YOU... DON'T **HURT** MY DAUGHTER!

"AND WHEN THE MYSTERIOUS CALL HAD **ENDED**...

THEY WANT THE MONEY **TONIGHT**, MR. NELSON--BUT THEY DON'T WANT **ME** TO DELIVER IT!

THEN **WHO**...?

YOUR FRIEND **MR. MURDOCK!** SOMEHOW THEY KNEW HE WAS **HERE** WITH YOU.

MATT? BUT HE'S **BLIND**...!

PRECISELY. THEY FIGURE THAT WAY HE CAN NEVER **IDENTIFY** THEM.

IT'S UP TO **YOU**, MATT. I CAN'T **ASK** YOU TO GO, BUT...

YOU DON'T **HAVE** TO, FOGGY. YOU KNOW I'LL DO WHATEVER I CAN TO **HELP**.

"FOLLOWING THE CALLER'S INSTRUCTIONS, MURDOCK MADE THE **MONEY DROP** A SHORT WHILE AGO, HALFWAY ACROSS TOWN--

"--AND THAT'S WHERE **I** ENTERED THE PICTURE!

"MURDOCK AND I HAD--ER--WORKED OUT AN ARRANGEMENT SECRETLY--

"--AND AS THE CAT-MAN MADE HIS WAY ACROSS THE ROOFTOPS, I **FOLLOWED** HIM--

"AND EVERYTHING WAS GOING EXACTLY ACCORDING TO **PLAN**--

"--HOPING HE WOULD **LEAD** ME TO WHEREVER THEY HAD THE **GIRL!**

"--UNTIL **YOU** BLUNDERED UPON THE SCENE!

THAT'S WHY I HAD TO STAGE THAT *FIGHT* WITH YOU--TO GIVE CAT-MAN A CHANCE TO *ESCAPE!*

BOY, WHEN I *SCREW UP*, I REALLY DO IT *ROYALLY*, DON'T I?

SO WHERE'S THAT LEAVE US *NOW?*

CAT-MAN HAS *ESCAPED*, ALL RIGHT--BUT *WITHOUT* HIS LOOT!

DO WE GO BACK TO CALLAN'S PLACE AND WAIT FOR ANOTHER *CALL* OR...

HEY--WHAT'S *THIS?* A SMALL CLOD OF *DIRT*--STUCK TO THE SATCHEL!

MUST'VE FALLEN OFF *CAT-MAN* WHEN HE TRIED TO PULL LOOSE THE *BAG!*

LET ME *"SEE"* THAT.

THE MAN WITHOUT FEAR TAKES THE DIRT IN HAND--AND HIS REMARKABLE *RADAR-SENSES* COME ABRUPTLY INTO PLAY.

HIS HYPER-SENSITIVE FINGERS QUICKLY DIVINE THE DIRT'S *COMPOSITION* --FINDING SMALL TRACES OF *SAND* AND *SAWDUST* MIXED IN WITH THE SOIL.

HIS DELICATE NOSTRILS DETECT THE STRONG SCENT OF *SALT WATER* AND THE FAINTEST ODOR OF STALE *POPCORN*--

--*AND* WHEN HE TURNS TO HIS WALL-CRAWLING COMRADE ONCE MORE, HE MAKES A MOST AMAZING *DECLARATION.*

WEBHEAD, I THINK I *KNOW* WHERE TO FIND *GAIL CALLAN!*

AND IF YOU'D LIKE TO BE IN ON THE *END* OF THIS LITTLE CAPER....?

NEED YOU *ASK?* THIS MESS IS *MY* FAULT, REMEMBER?

JUST *LEAD ON*, MACDEVIL.

CUT: TO A CERTAIN DECREPIT SEASIDE **BAIT-SHACK** A SHORT WHILE LATER--

--A DECAYING, FOUL-SMELLING **MONSTROSITY** MADE ALL THE MORE **FOR-BIDDING** BY THE CHILL SPRING **RAIN** THAT HAS BEGUN TO FALL.

THE SORT OF PLACE THAT MAKES A PERFECT **HIDEOUT** FOR SUCH AS --THE **UNHOLY THREE!**

SO--THE PRODIGAL **CAT** RETURNS! IT CERTAINLY **TOOK** YOU LONG ENOUGH.

YAH. WE WUZ BEGINNIN' TA THINK YA WUZN'T GONNA **BOTHER** COMIN' BACK WIT' THE **LOOT!**

WELL...ER... ABOUT THE **MONEY...**

I...UH... I DON'T **HAVE** IT!

YA DON'T **WHAT?**

WHAT DO YOU **MEAN**..."I DON'T **HAVE** IT"?

IF YOU'RE **HOLDING OUT** ON US, MY SURE-FOOTED FRIEND-- YOU'LL **REGRET** IT!

C'MON, BIRD-MAN, YOU KNOW ME **BETTER** THAN THAT! IT AINT **MY** FAULT EVERYTHIN' GOT **LOUSED UP!**

I KEPT **WATCH** ON CALLAN'S HOUSE ALL DAY JUST LIKE YOU **TOLD** ME--EVEN ARRANGED FOR THAT BLIND **PAL** OF THE D.A. TO DELIVER THE **RANSOM!**

HECK, THINGS WERE GOIN' **GREAT** UNTIL **SPIDER-MAN** BUTTED IN! IF **DAREDEVIL** HADN'T SHOWN UP, THE WALL-CRAWLER WOULD'VE **NAILED** ME FOR SURE!

YA MEAN YA LOST THE **LOOT** TO THEM TWO CREEPS? **WE** AINT GETTIN' **NOTHIN'**?

NOW THAT'S REALLY **TOO BAD**--'CAUSE IF WE BEEN **STUNG**--

--THE LITTLE **GIRLY** HERE IS GONNA HAFTA **PAY** FOR IT!

NO--DON'T-- PLEASE DON'T **HURT** ME! IT ISN'T **MY** FAULT THIS HAPPENED--!

PLEASE-- KEEP **AWAY** FROM ME! **KEEP AWAY!**

GO AHEAD, GIRLY-- **SCREAM!**

THERE AINT NOBODY FER MILES AROUND TA **HEAR** YA!

EEEEEEE

WANNA BET?

DON'T KNOW *HOW* THAT LITTLE CLUMP OF *DIRT* TOLD YOU CAT-MAN AND HIS CRONIES WERE *HIDING* THE GIRL ALL THE WAY OUT HERE IN *CONEY ISLAND*, HORN-HEAD--

--BUT JUDGING FROM THE SOUND OF THAT *SCREAM*, I'D SAY YOU WERE MOST DEFINITELY *RIGHT!*

STEEPLECHASE PARK HAS BEEN CLOSED DOWN FOR *MONTHS* NOW. IT JUST SEEMED THE MOST *LOGICAL* PLACE FOR THEM TO COME.

BUT WHY DON'T WE DISCUSS MY *WORKING METHODS* LATER, WEB-HEAD? RIGHT NOW WE HAVE UNFINISHED *BUSINESS* TO TAKE CARE OF!

EEEEEEEEEEEEEEEE

C'MON, GIRLY-- QUIT *SQUAWKIN'!* AINT NOBODY GONNA *REALLY* HURT YA--

--LEAST NOT TILL AFTER WE *COLLECT* FROM YER OLD... *WHA--?*

KNOCK! KNOCK!

SOME-BODY MUST'VE *HEARD* HER SCREAM.

DON'T *SWEAT* IT. WHOEVER IT IS, I'LL GET *RID* OF... *HUH?*

HEY, THERE'S NOBODY *THERE!* IT'S A...

WHOMP!

DAREDEVIL!?! HOW IN BLAZES DID HE *FIND* US?

WHO *CARES?* ALL THAT *MATTERS* IS THAT CALLAN WAS *WARNED* WHAT WOULD HAPPEN IF ANY-BODY TRIED TO *FREE* THE GIRL!

I TOLD HIM SHE'D BE IMMEDIATELY *EXECUTED--*

--AND, HERO-MAN, I *MEANT* IT!

YOU WOULDN'T *DARE,* FEATHER-BRAIN!

OH, *WOULDN'T* I? JUST *WATCH* ME... *EH?*

A *SCREEN* OF SOME SORT--CUT-TING US *OFF* FROM THE GIRL--STOPPING MY *SLUGS--!*

BUT IF YA THINK IT'S GONNA STOP A GUY WIT' THE MUSCLE-POWER OF *APE-MAN--*

BLAM!

BLAM!

--YER OUTTA YER COTTON-PICKIN'... *HEY!*

THE GIRLY'S-- *GONE!*

BUT *WHO-- HOW--?*

AT THE MOMENT, APE-MAN, THE ANSWER TO **BOTH** THOSE QUESTIONS IS WEB-SLINGING SWIFTLY THRU THE FAST-DWINDLING **SHOWER**, CARRYING YOUR LOVELY EX-CAPTIVE **WITH** HIM.

SPIDER-MAN, I... I DON'T KNOW HOW TO **REPAY** YOU.

THEN DON'T **BOTHER**. IT'D PROBABLY PUT ME IN A HIGHER **TAX BRACKET** ANYHOW.

WHILE, BACK AT THE **SHACK**...

HEADS **UP**, HOBGOBLINS! THE **GIRL** MAY BE GONE--

--BUT **DARE-DEVIL** IS STILL AROUND-- AND **KICKING!**

WHOK!

BOK!

NOT FER **LONG** YA AIN'T, WISE GUY!

ZOK!

I BEEN OWIN' YA **THIS** ONE FER **MONTHS!***

*SPECIFICALLY, SINCE HORN-HEAD LAST **DEFEATED** THE UNHOLY THREE WAY BACK IN **DAREDEVIL** #41. --OL' RASCALLY.

DON'T **TOY** WITH HIM, APE-MAN-- **FINISH** HIM!

I'M GOING TO TRACK DOWN THE **GIRL!**

I **GOT** YA, BIRDIE.

WRONG, FUZZ-FACE! ALL **YOU'VE** GOT IS A CASE OF TERMINAL **STUPIDITY!**

WHAMM!

HEARTBEAT **SLOWING**... BREATHING **REGULAR**... MY RADAR-SENSES TELL ME **APE-MAN** IS OUT FOR THE **COUNT!**

JUST AS THEY TELL ME **CAT-MAN** IS TAKING IT ON THE **LAM**... TO COIN AN AWFUL **CLICHÉ**.

BETTER GO AFTER **TABBY** BEFORE HE ACCIDENTALLY **HURTS** HIMSELF IN THE **RAIN**.

AND, AT ALMOST PRECISELY THAT SAME MOMENT, AS IF SENSING DAREDEVIL'S THOUGHTS...

HEY, IT'S FINALLY STOPPED RAINING! GOOD.

THEN YOU SHOULD BE SAFE UP HERE WHILE I GO HELP D.D. TAKE CARE OF THE THREE STOOGES!

SPIDER-MAN, PLEASE... BE CAREFUL.

RATHER SAGE ADVICE INDEED, WALL-CRAWLER--FOR OUT OF THE NOW-CLEAR SKY, THERE SUDDENLY COMES...

NO, DON'T TELL ME... LET ME GUESS.

ARE YOU HECKLE OR JECKLE?

JOKE WHILE YOU CAN, SPIDER-MAN--

--FOR YOU HAVEN'T MUCH LONGER TO LIVE!

HE'S NOT KIDDING, EITHER! ONE GOOD SWIPE OF THOSE RAZOR-SHARP TALONS--

--AND IT'S BYE-BYE, SPIDEY!

OF COURSE, YOU'VE GOTTA CATCH ME WITH THOSE FUNNY FEET OF YOURS FIRST, BEAK-BRAIN--

--AND PERSONALLY, I DON'T THINK YOU'RE MAN--ER--BIRD ENOUGH TO DO THAT!

IN OTHER WORDS, FEATHER-FACE: WHY DON'T YOU JUST GO FIND YOURSELF A NICE QUIET NEST SOMEWHERE--AND MOLT?

I KNOW WHAT YOU'RE TRYING TO DO, SPIDER-MAN! YOU THINK BY TAUNTING ME, INSULTING ME, YOU CAN FORCE ME TO MAKE AN ERROR IN JUDGMENT!

BUT I WARN YOU, WEB-SLINGER-- IT WON'T WORK!

KIND'A HATE TO BE THE ONE TO BREAK THE NEWS TO YOU, BIRDIE--

--BUT IT ALREADY HAS!

YOU SHOULD NEVER TRY TO ATTACK SOMEONE FROM ***BELOW,*** BIRD-BRAIN--

--ESPECIALLY NOT WHEN IT GIVES YOUR ***OPPONENT*** A CHANCE TO PULL A LITTLE STUNT LIKE ***THIS!***

YOU WILL NOTE, BY THE WAY, THAT AT NO TIME DURING THE ACT DO MY ***FINGERS*** LEAVE MY ***HANDS!***

NO--MY WINGS--! HE'S TORN THEM COMPLETELY ***OFF!***

RATS! YOU ***NOTICED--***

--AND I SO WANTED IT TO BE A ***SURPRISE!***

BUT DON'T YOU ***WORRY,*** CHUCKLES--I WON'T LET YOU ***FALL!***

WOULDN'T WANNA GET ***BIRD DdroppingS*** ALL OVER THE STREET, NOW WOULD WE?

WH-WHAT ARE YOU GOING TO ***DO*** TO ME?

NOT ***MUCH,*** TWEETY-PIE.

NOW YOU JUST ***STAY PUT*** WHILE I GO SEE IF HORN-HEAD NEEDS ANY ***HELP!***

WHILE, MIDWAY DOWN THE ***MIDWAY...***

SE OF HORROR

UH-OH--TABBY MUST'VE ***SPOTTED*** ME TRAILING HIM.

HE'S DUCKING INTO ONE OF THE ***BUILDINGS--*** THE ***HOUSE OF HORRORS*** FROM THE ***SHAPE*** OF IT--

--AND I CAN'T RISK ***LOSING*** HIM NOW.

THUS, MOMENTS LATER, ***INSIDE*** THE HIDEOUS ***FUNHOUSE...***

IT HAS TO BE ***PITCH-BLACK*** IN HERE, SO WHISKERS PROBABLY THINKS HIS ***INFRA-RED CAT LENSES*** GIVE HIM AN ***ADVANTAGE.***

THAT'S HIS ***FIRST*** MISTAKE.

AND AS THE MAN WITHOUT FEAR PROWLS THRU THE DARKNESS...

DUMB! MY HYPER-SHARP HEARING CAUGHT THE FAINT WHOOSH OF THAT FLYING PITCHFORK WITH PLENTY OF TIME TO SPARE.

THAT'S TABBY'S SECOND MISTAKE!

CHUK.

MY RADAR-SENSES HAVE PICKED HIM UP NOW-- CROUCHED ON A LEDGE BEHIND ME--!

PULSEBEAT RACING-- HE'S GETTING READY TO ATTACK!

THUD

THAT'S MISTAKE NUMBER THREE, PUSSY-CAT--

--AND IN THIS GAME, THREE STRIKES PUT YOU OUT!

THAT PHONY SPIDER'S STEEL-CABLE WEBBING SHOULD KEEP TABBY UNDER WRAPS UNTIL I COME BACK TO COLLECT HIM.

--AND SPEAKING OF SPIDERS... I'D BETTER GO SEE IF A CERTAIN WEB-SLINGER CAN USE ANY HELP!

BUT MOMENTS AFTER...

HOUSE OF HORROR

ALIVE

HEY, D'YOU NEED ANY *HELP* FROM....?

WELL, I GUESS THAT ANSWERS *THAT* QUESTION.

YEAH, GUESS IT *DOES.* CAT-MAN'S *UNCONSCIOUS* INSIDE!

AND I LEFT *BIRD-MAN* HUNG UP BACK AT THE...

EEEEEEE

NO--THE GIRL! WE FORGOT ABOUT THE *APE-MAN!*

WELL, THE APE-MAN AINT FORGOT ABOUT *YOU,* PUNKS!

PUT THAT *GIRL* DOWN, GORILLA--OR WE'RE COMING UP *AFTER* HER!

YOU *TRY* IT, HERO--AND I'LL *SPLATTER* HER ALL OVER THE *MIDWAY!*

COME *OFF* IT, MONKEY-FACE!

YOU TRY *TOSS-ING* THAT POOR KID--

--AND YOU *KNOW* ONE OF US WILL *CATCH* HER BEFORE SHE HITS THE *ASPHALT!*

MAYBE YOU'LL CATCH *HER*-- BUT FIRST *SHE'LL* CATCH A .45 *SLUG!*

NOW *BACK OFF,* BRIGHT BOYS--OR THE GIRLY'S GONNA *REGRET* IT!

APE-MAN-- *WAIT!* MAYBE WE CAN WORK OUT A *DEAL!*

PSSST-- HORN-HEAD... KEEP THE MONKEY *BUSY!*

I JUST NCTICED SOME-THING THAT GIVES ME AN *IDEA!*

DEAL? WHAT KIND'A DEAL CAN YOU MAKE, WISE-MOUTH? IN CASE YER BLIND, HERO--I'M HOLDIN' ALL THE ACES.

SURE YOU ARE, APE-MAN--BUT YOU STILL WANT THE MONEY, DON'T YOU?

DD's DOING FINE. FUZZ-FACE ONLY HAS EYES FOR HIM--

--WHICH LEAVES ME FREE TO FIRE MY TRUSTY WEBBING--

"--AND PRAY THAT THE CONTROLS OF THIS COCKA-MAMIE ROLLER COASTER AREN'T RUSTED SOLID AFTER...

RREEEK!

"HOO-HAH! IT WORKED!"

YOUR TURN, HORN-HEAD. I'LL KEEP KING KONG OCCUPIED!

HEY, APE-FACE--YOUR MOTHER EATS BANANAS!

SPIDEY'S ALL CLASS--BUT HE SHOULD KEEP APE-MAN DISTRACTED LONG ENOUGH--

--FOR THOSE ROLLER COASTER CARS TO DO THEIR JOB!

NOOO--I'M FALLING--!

HANG LOOSE, HONEY--I'VE GOT YOU!

AARRGGH!

THUNK!

STUNNED BY THE IMPACT, APE-MAN TUMBLES, SENSELESS, INTO THE CHURNING COASTER CARS--

--THEREBY DISPROVING ONCE AND FOR ALL--

--THAT THERE AINT NO SUCH THING AS A FREE RIDE!

AND BY THE TIME DAREDEVIL BRINGS THE GIRL SAFELY DOWN...

BOY, IT SURE TOOK YOU LONG ENOUGH, HORN-HEAD. I TIED UP LOOSE ENDS WHILE I WAS WAITING.

THE POLICE ARE ALREADY ON THEIR WAY.

GUESS YOU'VE TAKEN CARE OF EVERYTHING, WEB-HEAD.

AND WHEN THE AUTHORITIES AT LAST ARRIVE...

GUESS THERE'S NO MORE REASON FOR ME TO STICK AROUND.

BESIDES, I'VE GOT SOME READING TO CATCH UP ON.

HEY--WAIT! ISN'T THERE A WARRANT OUT ON SPIDER-MAN?

SPIDER-WHO, OFFICER? THERE'S NOBODY BY THAT NAME HERE!

NEXT ISSUE: THE HUMAN TORCH AND THE MIGHTY THOR BATTLE THE MALEVOLENT LAVA MEN! BE HERE FOR: "SOME SAY THE WORLD WILL END IN FIRE...!"

GIANT-SIZE SPIDER-MAN

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FEATURING CHARACTERS CREATED by SAX ROHMER

THE GUGGENHEIM MUSEUM ON MANHATTAN'S UPPER EAST SIDE, ARCHITECT FRANK LLOYD WRIGHT'S CROWNING ACHIEVEMENT, IS BEING VIOLATED THIS FINE SUMMER'S NIGHT BY A HANDFUL OF STRANGELY-GARBED MEN--

--WHEN WHO SHOULD COME SWINGING TO THE RESCUE BUT THE BIG APPLE'S CLOSEST ANSWER TO THAT FABLED KNIGHT IN SHINING ARMOR--OR WEBBING, AS THE CASE MAY BE.

TO PUT IT SUCCINCTLY, FAITHFUL ONE... ENTER: SPIDER-MAN!

FELLAS, UNLESS THE GUGGENHEIM HAS STARTED GIVING AWAY FREE SAMPLES-- YOU ARE IN BIIIIIG TROUBLE!

WHO IN--?

SOLOMON R GUGGENHEIM MUSEUM

IT'S SPIDER-MAN! BETTER SCRAG HIM QUICK--BEFORE HE CAN CALL FOR HELP!

NOW *THAT* IS WHAT I CALL AN *INSULT*, CHARLIE!

SINCE WHEN HAS YOUR FRIENDLY NEIGHBORHOOD WEB-SLINGER NEEDED *HELP* TAKING OUT THE *GARBAGE?*

PLOWW!

UUNNFF!

GARBAGE, EH? WELL, YOU AIN'T TAKIN' *ME* OUT, WALL-CRAWLER--

--NOT A DUDE WITH *MY* MOVES!

HEY, THAT'S A *NEW* ONE! WHAT AM I SUPPOSED TO *DO?*

FAINT FROM THE SMELL OF YOUR *FEET?*

OH--*NOW* I GET IT. YOU'RE A MASTER OF *KUNG FU*, RIGHT?

WUNT!

WRONG!

MISTER, EVERY MUSCLE FREAK IN THIS COCKAMAMIE *TOWN* THINKS HE'S THE NEW *BRUCE LEE*, REST HIS SOUL!

AND THOUGH I HATE TO *DISAPPOINT* YOU, MEATBALL--A SHAOLIN *SAVANT* YOU ARE *NOT!*

THUD!

MAYBE *NOT*, HERO-MAN--

--BUT WE DON'T HALFTA *TOUCH* YOU TO *CUT* YOU--*BAD!*

UH-UH, CHUCKLES-- THOSE *NINJA STARS* WON'T EVEN COME *CLOSE!*

I WATCH THE TV SHOW *TOO!*

OKAY, WEB-HEAD --THAT *DOES* IT!

MY *NUNCHA-KUS* GONNA LAY YOU *OPEN* LIKE AN OVER-RIPE *MELON!*

EVEN *SPIDER-MAN* AIN'T FAST ENOUGH TO AVOID--*THIS!*

YOU KNOW--HE MAY BE *RIGHT.*

UUUNNFF-- HE WAS *RIGHT*, AL'RIGHT!

WAK!

PAK!

THAK!

C'MON, HERO-MAN, *FOLD*--*FOLD!*

GETTING *HIT* WITH THAT THING IS LIKE BEING *RUN OVER* BY A *MARCHING BAND!*

HOW'S IT *FEEL* TO BE ON THE *RECEIVIN'* END OF THE ACTION FOR A CHANGE?

IN A *WORD*: *LOUSY!*

SPIDER-STRENGTH OR OTHERWISE, I CAN'T TAKE MUCH MORE OF THIS.

GOTTA GET OUT OF HIS RANGE FOR A SECOND--

--THEN TAKE A HAND IN PUTTING A STOP TO THINGS!

HUH?

WHAT'RE YOU SO SURPRISED ABOUT, BRIGHT-EYES? YOU HOOKED ME, DIDN'T YOU?

YOUR ONLY PROBLEM NOW IS HOLDING ON TO ME--

--AND FRANKLY, I DON'T THINK YOU'RE GONNA HAVE MUCH LUCK IN DOING THAT!

THWAM!

SEE? WHAT DID I TELL YOU?

HOLD ON, HOT-SHOT-- BEFORE YOU GO TO SLEEP, I HAVE A FEW QUESTIONS I WANT TO ASK--

--AND YOU CAN GO TO THE HEAD OF THE CLASS IF YOU GET 'EM ALL RIGHT!

EVEN IN THE FANCY COSTUMES, YOU GOONS DON'T LOOK BRIGHT ENOUGH TO TURN ON A LIGHT BY YOURSELVES.

I WANT TO KNOW WHO PUT YOU UP TO TONIGHT'S LITTLE CAPER!

NO... I CAN'T... MY MASTER WILL KILL ME IF I TALK!

WANT A DETAILED LIST OF WHAT I'LL DO IF YOU DON'T TALK?

NO... I'VE HAD *ENOUGH!* I'LL TELL YOU ANYTHING YOU WANNA *KNOW*... BUT YOU'VE GOTTA PROMISE TO *PROTECT* ME!

PROTECT YOU? OKAY, BUNKIE-- IT'S A *DEAL!* NOW WHO'S YOUR *BOSS?* WHAT WAS THIS CAPER *ABOUT?*

MY MASTER'S *NAME* IS... *SHANG-CHI!*

OUR *HEIST*-- LIKE SEVERAL *OTHERS* GOIN' ON 'ROUND TOWN-- WAS ONLY A *DIVERSION* TO KEEP THE *FUZZ* BUSY--

--WHILE SHANG-CHI *DESTROYS* THE CON ED *POWER PLANT* OVER BY THE 59TH STREET BRIDGE! DON'T ASK MY *WHY*--

--'CAUSE I DON'T *KNOW*--

--BUT IF SOMEBODY GETS THERE *QUICK*-- THEY CAN MAYBE STILL *STOP* HIM!

WEEOWEEOWEEOWE

WELL, SOMEBODY'S SURE GONNA *TRY,* CHUCKLES!

NO-- DON'T *LEAVE*--! YOU PROMISED TO *PROTECT* ME!

NO *SWEAT,* FRED. THE POLICE'LL PROTECT THE *PANTS* OFF YOU!

BUT AS SPIDEY STARTS TO TRIGGER HIS WEB-SHOOTERS, THE EVENING AIR IS SUDDENLY ALIVE WITH THE CRACKLE OF FATAL ENERGY--

AARRGGHHH!

WHAT IN THE NAME OF--?

THEY'RE *DEAD*-- *ELECTROCUTED!* THEIR COSTUMES MUST'VE BEEN *WIRED!*

--AND THE OZONE STENCH OF SMOLDERING FLESH!

HE WIPED *ALL* OF THEM OUT--BECAUSE *ONE* OF THEM *TALKED* TO ME!

WHAT KIND OF *MONSTER* CAN THIS SHANG-CHI *BE?*

SO! ALL GOES *WELL.*

SPIDER-MAN LAYS THE *DEATHS* OF THOSE MULISH FOOLS AT THE FEET OF *SHANG-CHI*--

--WHICH IS AS IT WAS *INTEND-ED* TO BE.

SINCE FIRST HE LEARNED OF MY TRUE *PURPOSE* IN THIS LIFE--TO REESTABLISH *WORLD ORDER* UNDER *MY* DOMINATION--SHANG-CHI HAS SOUGHT TO *THWART* ME AT EVERY TURN--

--AN *OFFENSE* I WILL TOLERATE FROM *NO ONE*--

--LEAST OF ALL, MY OWN *SON*--

--THE SON OF *FU MANCHU!*

MY SCHEMES ARE *INTRICATE*--YET DELICATELY *FRAGILE*--MUCH LIKE THE *WEB* OF THE SPIDER--

--WHICH IS, IN *THIS* CASE, MOST *IRONIC.*

IN A FEW SHORT HOURS, MY MOST *AMBITIOUS* VENTURE SINCE THE MIMOSA-LACED GASOLINE FIASCO* WILL BE IN ACTIVE OPERATION ATOP THE LOFTY *EMPIRE STATE BUILDING*--

--AN OPERATION THAT MUST NOT BE *INTERFERED* WITH!

*BACK IN *MASTER OF KUNG FU* #18. --ROY.

THAT IS WHY I'VE SET THE SO-CALLED *WEB-SLINGER* UPON MY SON'S *TRAIL*--AND SHANG-CHI, IN TURN, UPON *HIS.*

IF THE TWO ARE OTHERWISE *OCCUPIED* THIS NIGHT, THEY CAN HARDLY *INTRUDE* UPON *ME!*

I'VE STUDIED THIS *SPIDER-MAN* MOST CAREFULLY THESE FEW DAYS PAST. HE MAY WELL BE MORE OF A *MATCH* FOR SHANG-CHI THAN ANY *OTHER* I'VE THUS FAR SENT AGAINST HIM.

THEY WILL *BATTLE* AS FEW BEFORE THEM COULD *IMAGINE*--

SPAK!

--AND IF, BY CHANCE, ONE OF THEM *DESTROYS* THE OTHER--

--IT MAKES LITTLE *DIFFERENCE* TO *ME!*

"THE EVENING AIR IS WARM, MUGGY--AND I REALLY DO NOT **KNOW** WHY MY WANDERING HAS BROUGHT ME TO THIS **FILTHY** PART OF THE CITY.

"INSTINCT? INTUITION? MY **FATHER** HAD TAUGHT ME NOT TO **BELIEVE** IN SUCH THINGS.

"BUT THEN--I HAVE **SINCE** LEARNED NOT TO BELIEVE IN MY **FATHER.**

"WHAT AM I **DOING** HERE?

"AN **ANSWER** COMES. A LOUD, ANGUISHED **MOAN** FROM THE DEPTHS OF THAT **ALLEY.**

SOMEONE IS IN NEED OF **HELP!**

LOUSY OLD **SLANT!** YOU'RE **COMIN'** WITH US OR WE'LL...

HUH? WHADDA **YOU** WANT, FREAK?

I DO NOT WISH TO **HARM** YOU.

RELEASE THE AGED GENTLEMAN--BE **SWIFTLY** ON YOUR WAY--

--AND THERE WILL BE NO **NEED** FOR US TO CONFRONT ONE ANOTHER IN **VIOLENCE.**

PLEASE.

"I OFFERED THEM A **CHOICE.** THEY TOOK THE **COURSE** THAT SEEMED MOST **WISE** TO THEM.

BUSTER, YOU'VE GOTTA BE **KIDDIN'!**

HIT 'IM, HERBIE! WE AIN'T BEEN PRACTICIN' THIS **KUNG FU** STUFF FER **NOTHIN'!**

"UNFORTUNATE.

"THEIR TALENT, IT SEEMS, IS THE EQUAL OF THEIR WISDOM--

HEY? WHAT IN THE--?

"IT IS VIRTUALLY NONEXISTENT.

WH-WHAT'RE YOU DOIN' TO ME--?

J-J-J-JUGGLIN' ME AROUND LIKE YOU WUZ SOME KIND'A SEAL OR...

WHUD!

"FOR ONE WHO THOUGHT HIMSELF A FIGHTER, HE SPOKE FAR TOO MUCH.

"BUT THERE ARE STILL THE OTHERS TO CONTEND WITH.

AGAIN I ASK YOU-- BE ON YOUR WAY.

H-HE TOOK OUT HERBIE WITHOUT HALF TRYIN'!

OKAY-- SO HE'S GOOD--

--BUT EVEN HE CAN'T BE IN TWO PLACES AT ONCE!

"HIS LEAP IS MOST IMPRESSIVE.

C'MON, FRANK! YOU HIT 'IM LOW AN' I'LL HIT 'IM...

HUH?

"HIS SKILL WITH HIS HANDS IS NOT.

"HIS FIST WHIZZES PAST ME. I CATCH HIS WRIST--

HEY--!?!

"--THEN STRIKE!

FRANKIEEEE!

FRANKIE, WHAT'S KEEPIN' YU-- UFFF!

"JUDICIOUSLY, THE THIRD ASSAILANT HAS HELD HIS GROUND.

"TO AWAIT THE PROPER OPENING, PERHAPS? I SHALL SEE.

MUST WE CONTINUE THIS?

TRUTH TO TELL, FELLA-- I'M NOT ITCHIN' TO TANGLE WITH YOU--

--BUT OUR BOSS SPIDER-MAN GAVE US A JOB TO DO--

--AN' HE WON'T BE HAPPY IF WE BLOW THAT JOB--

--NOT HAPPY AT ALL!

SO I'M GONNA TAKE CARE OF THAT OLD SLANT LIKE HE TOLD ME TO--

EVEN IF I'VE GOTTA KILL YOU FIRST TO DO IT!

TZZIIK!

"I CATCH A PUNGENT ODOR AS THE FIRST DART SINGS PAST--

TZZUUK!

"--A SPIDER-VENOM DERIVATIVE I'D FIRST LEARNED OF IN MY FATHER'S LABORATORIES.

"THOSE DARTS MUST NOT TOUCH ME!

TZZAAK!

"I LUNGE FOR A NEARBY VEGETABLE CRATE--

"--THEN CATCH THE BRUNT OF HIS ATTACK UPON THE MOLDERING WOOD.

"HIS PISTOL HISSES FOUR TIMES MORE--

"--THEN CLICKS UPON AN EMPTY CHAMBER.

DART-GUN'S DOWN--BUT I'VE STILL GOT MY WEB-SHOOTER, FREAK!

LET'S SEE YOU GET PAST... HUH?

NO--IT'S IMPOSSIBLE--! NOBODY CAN MOVE LIKE THAT!

"HIS STATEMENT IS ERRONEOUS.

"OBVIOUSLY, I CAN.

WHAK!

NO--NO MORE! YOU'VE MADE YOUR POINT!

YOU WANT THE OLD SLANT SO MUCH--YOU CAN HAVE HIM!

"I'M NO LONGER SO WILLING TO LET THEM GO FREE--BUT THE QUESTION BECOMES IRRELEVANT.

"THE ELDERLY GENTLEMAN STIRS.

HELP ME... PLEASE

"I KNEEL AT THE AGED ONE'S SIDE TO SEE TO HIS WOUNDS--

"--AND THE STRANGELY-GARBED ASSAILANTS STUMBLE OFF INTO THE DARKNESS.

VENERABLE ONE, WHAT MAY I DO TO HELP YOU?

"THE AGED ONE SPEAKS BRIEFLY, THEN LAPSES INTO UNCONSCIOUSNESS--

"--AND I KNOW IN THAT MOMENT WHY I HAD COME TO THIS PART OF THE CITY TONIGHT.

"THE OLD GENTLEMAN'S WORDS WERE SIMPLE:

'TAKE ME TO SIR DENIS NAYLAND SMITH!'

CHAPTER TWO

CROSS...and DOUBLE-CROSS!

"FOR MORE THAN THRICE THE SPAN OF MY LIFE, SIR DENIS NAYLAND SMITH HAS COM-BATTED THE SCHEMES OF MY FATHER.

"NOW AS I STAND IN THE FOYER OF HIS MID-MANHATTAN OFFICES, LISTENING TO HIM GENTLY QUESTION THE FRAIL BURDEN I'VE CARRIED TO HIS DOOR, I WONDER AT THE DISPARITIES BETWEEN SMITH AND THE MADMAN WHO SIRED ME.

"SMITH IS OLD, BENT WITH THE WEIGHT OF HIS YEARS--YET HIS EYES ARE LIT WITH A VITALITY THAT FEW MEN COULD CLAIM IN THEIR YOUTH.

"MY FATHER IS MUCH YOUNGER THAN SMITH NOW, THRU CONSUMING ELIXIRS OF HIS OWN DEVISING--BUT THERE IS A CRUELNESS IN HIS CAT-GREEN EYES FAR COLDER THAN DEATH, OR THE PALE BEYOND THE GRAVE.

"A CURIOUS PARADOX OF SORTS --BUT NOT ONE TO DWELL UPON NOW.

"THUS PREOCCUPIED, I HAVE *MISSED* SOME SMALL BIT OF CONVERSATION, AND FROM THE *EXPRESSION* ON SMITH'S FACE, A MOST *IMPORTANT* ONE.

ARE YOU ENTIRELY *CERTAIN*, LU CHANG?

IT IS AS I HAVE *SAID*, NAYLAND SMITH--

--FU MANCHU HAS *INDEED* FORGED AN *ALLIANCE* WITH THE COSTUMED ONE CALLED *SPIDER-MAN!*

THIS VERY NIGHT, FU MANCHU SENDS THE WEB-SLINGER TO *DESTROY* THE *POWER PLANT* JUST BEYOND THE 59TH ST. BRIDGE-- FOR REASONS ONLY *FU MANCHU* MAY KNOW.

I TOOK MY *LIFE* INTO MY HANDS TO BRING YOU THIS INFORMATION-- YOU MUST *BELIEVE* IT--

--FOR I NOW FIND THAT LIFE *SLIPPING* BETWEEN MY FINGERS LIKE SO MANY GRAINS OF *SANDSSSSs*

LU CHANG!?!

"IT IS *BLACK JACK TARR*, SMITH'S FAITHFUL AIDE-DE-CAMP, WHO FIRST PUTS *VOICE* TO THE WORDS.

THE OLD MAN'S *DEAD*, SIR.

BUT WHAT DID HIS FINAL WORDS *MEAN?*

THEY MEAN POTENTIAL *CATASTROPHE*, SHANG-CHI.

I'VE HEARD OF THIS *SPIDER-MAN*. MY FRIENDS IN THE LOCAL *CONSTABULARY* INFORM ME HE IS *WANTED* IN CONNECTION WITH SEVERAL *MURDERS!* *

IF *HE* HAS BECOME INVOLVED WITH FU MANCHU, WE CAN TAKE NO *CHANCES!*

I'LL SEND A *COMPANY* OF MY MEN TO *PROTECT* THE POWER PLANT IN CASE OF...

*NONE OF WHICH HE'S *GUILTY* OF, AS IF WE HAD TO *TELL* YOU. --ROY.

NO, SIR DENIS, A FORCE OF SUCH SIZE WOULD SURELY *FRIGHTEN* SPIDER-MAN AWAY.

I WILL GO TO PROTECT THE POWER PLANT--

--AND I WILL GO *ALONE!*

"SIR DENIS SAYS NOTHING *MORE*, MERELY *NODS* HIS HEAD IN SAD *AGREEMENT*.

"YET I CAN FEEL *HIS* EYES AND TARR'S BURNING SCARS OF *UNCERTAINTY* INTO MY BACK AS I WALK AWAY.

"AM I DOING *THE CORRECT* THING, THE VOICELESS QUESTIONS ASK.

"NO *MATTER*. I AM DOING WHAT I *MUST!*"

UNAWARE THAT THEY'VE BOTH BEEN **DUPED** BY A MASTER DECEIVER, OUR TWO YOUNG **PROTAGONISTS** MOVE SWIFTLY TOWARDS WHAT WILL SURELY BE A MOST **SPECTACULAR** CONFRONTATION.

SHANG-CHI ATTACHES HIMSELF QUIETLY TO THE REAR OF A PASSING **TRUCK**--WHILE **SPIDER-MAN** ARCS HIGH ACROSS THE CITY AS ONLY A **WEB-SLINGER** CAN--

--AND THE WORK OF **FU MANCHU** GOES ON.

FROM WHAT MY OL' ALTER-EGO **PETER PARKER** COULD GARNER FROM THE DAILY BUGLE'S **FILES**--

--SHANG-CHI MURDERED A CERTAIN **DR. PETRIE** IN LONDON* AS WELL AS MY FIVE **PLAYMATES** TONIGHT!

BUT HE WON'T MURDER ANYBODY **ELSE** IF **I** CAN HELP IT!

* THE ONE **CRIME** SHANG-CHI COMMITTED BEFORE HE LEARNED OF HIS FATHER'S **TRUE** DESIGNS.--OL' RASCALLY.

WELL, I'VE CROSSED THE 59TH ST. BRIDGE-- AND I'M **NOT** FEELIN' GROOVY.

THERE'S THE **POWER PLANT** THAT HOMICIDAL MANIAC PLANS TO **ERASE**--

--AND WILL YOU LOOK AT THE **SIZE** OF THAT PLACE!

YOU COULD HIDE THE WHOLE **MORMON TABERNACLE CHOIR** IN THERE AND NEVER **FIND** THEM IN A YEAR!

BUT I HAVEN'T GOT A YEAR TO **WASTE**!

I'VE GOT TO **FIND** SHANG-CHI BEFORE HE TURNS THIS FANCY FACTORY INTO NO MORE THAN A **MEMORY**--

--AND IF THE OLD SPIDEY INSTINCTS ARE **CORRECT**, THE BEST PLACE FOR HIM TO **PULL OFF** THAT LITTLE STUNT WOULD BE DOWN IN THE **GENERATOR ROOM**!

CAUTION GENERATOR ROOM

CAUTIOUSLY, ALERT FOR JUST ABOUT ANYTHING, THE WALL-CRAWLER MOVES AMIDST THE THUNDEROUS PULSE OF THE THROBBING ENGINES--

--YET HIS FABLED SPIDER-SENSES BARELY TINGLE AS A DARK FORM DROPS FROM ABOVE.

SHANG-CHI, I PRESUME. THEY CALL ME...

I KNOW WHAT THEY CALL YOU... MURDERER!

YOU CAME TO DESTROY THE GENERATORS, AS I KNEW YOU WOULD.

"SUPPLE MUSCLES RIPPLE BENEATH THE FABRIC OF SPIDER-MAN'S COSTUME AS HE WHIRLS TOWARDS ME, POISED TO ATTACK--

"--BUT IT IS I WHO STRIKE FIRST!

WHUD!

HAI-YAH!

UUNFF!

SPAK!

AND A GREAT BIG "BOOGA-BOOGA" RIGHT BACK AT YA!

HOPE YOU DON'T FIGURE TO TAKE ME OUT BY SCARING ME TO DEATH WITH FUNNY NOISES, HOT-SHOT.

"THIS SPIDER-MAN IS REMARKABLY RESILIENT--

"--BUT OVER-CONFIDENT, NONETHELESS.

SPWAM!

WILL YOU SURRENDER, SPIDER-MAN?

WHY? SO YOU CAN KILL ME TOO?

"HE IS DAZED-- BUT STILL HIS RESISTANCE FILLS THE AIR AS AN ALMOST-PHYSICAL PRESENCE.

SKAKT!

"I MOVE TO INCAPACITATE HIM--

"--BUT SPIDER-MAN MOVES AS WELL--

"--WITH A SPEED I HAVE RARELY BEFORE SEEN.

MISTER, THAT COULD'VE BEEN MY CHEST YOU CAVED IN INSTEAD OF THE WALL--

CHUD!

--AND THAT'S ONE MISTAKE I'M NOT GONNA LET YOU CORRECT!

"HE IS STUNNINGLY AGILE--

HUH?

"--BUT REGARDLESS, HE IS NOT ONE WHO HAS DEVOTED HIS LIFE TO LEARNING THE ARTS OF COMBAT AS I HAVE.

"DESPITE HIS STRENGTH, HIS SKILL, HIS STAMINA --STILL HE IS ONLY A SPIDER-MAN--

"--WHILE I AM A MASTER OF KUNG FU!

UUNNFF!

HATE TO ADMIT IT, SHANGY--BUT YOU'RE GOOD AT THIS KUNG FOOEY STUFF--

--A LOT BETTER THAN YOUR LATE, LAMENTED MUSCLE-BOYS!

WHUDD

BUT *DON'T* THINK THAT FACT IS GONNA *STOP* ME FROM *TRASHING* YOU, FRIEND--

--'CAUSE, *BELIEVE* ME--IT *WON'T!*

"FOR AN INSTANT, AS I STRIVE TO REGAIN MY *BALANCE*, MY WEIGHT RESTS AGAINST THE PLATFORM'S *RAILING*--

"--THEN GRAVITY *OVERWHELMS* ME--

"--AND I *FALL!*

"BUT I HAVE BEEN TRAINED TO FALL *WELL.*

SMOOTH *MOVE*, SHANGY--BUT I'VE DECIDED NOT TO *JOIN* YOU DOWN THERE--

NOT WHEN I CAN *FINISH* YOU JUST AS EASILY FROM UP *HERE!*

PAK!

CHAK!

"*INCREDIBLE!* HE STANDS SUSPENDED FROM THE *CEILING*, LIKE THE *INSECT* HE IS NAMED FOR.

"FOR ALL MY *EDUCATION*, EVEN *I* HAVE NEVER LEARNED HOW TO DEAL WITH AN OPPONENT WHO CAN *IGNORE* NATURE'S LAWS.

OKAY NOW, SHANGY--YOU JUST *STAND* THERE--

--AND IT'LL ALL BE *OVER* IN A SECOND!

"THE STRANGE SUBSTANCE *SPATTERS* AGAINST THE SPOT I'VE SWIFTLY *VACATED.*

"*WEBBING*--MUCH LIKE HIS *SERVANTS* USED EARLIER THIS NIGHT.

HEY! STAND *STILL*, WILL YA?

YOU HAVE ANY IDEA HOW *EXPENSIVE* THIS STUFF IS? I CAN'T AFFORD TO *WASTE* IT!

"LIKE SO MANY OTHERS, SPIDER-MAN *TALKS* TOO MUCH IN BATTLE.

"BUT *UNLIKE* THOSE OTHERS, I SENSE HE DOES NOT SPEAK TO *BOLSTER* HIS EGO, OR *REINFORCE* HIS COURAGE--

"--BUT TO CONFUSE HIS FOES TO DISTRACT THEM--

AHHH-- C'MON, SHANGY! STAY PUT!

MY FINGERS ARE STARTING TO GET CRAMPED!

"--A PLOY WHICH HAS PROVED MOST EFFECTIVE!

THAK!

"HE PINS MY ARM--

"--AND, QUICKLY, MY OTHER LIMBS AS WELL.

"TRAPPED! MUST CONCENTRATE--

"--CONCENTRATE--

"--LET MY STRENGTH FLOW INTO MY ARM -- TO MY WRIST--

"--UNTIL I AM FREE!

SKRAKT!

"AN ASTONISHING CREATURE, THIS SPIDER-MAN. MY FATHER HAS CHOSEN WELL."

PWOK!

THOSE BRICKS--!

UUNNGH!

AN ASTONISHING "CREATURE" INDEED --FOR EVEN AS THE WEB-SLINGER FALLS...

TRYING TO BRING ME DOWN TO YOUR LEVEL, HUH?

WELL, OKAY, SHANGY-BOY-- I'M COMING--

SNAK!

"I FEEL THE RUSH OF AIR FROM THE VENTILATION SHAFT BEHIND ME, EVEN AS SPIDER-MAN'S FEET DRIVE INTO MY CHEST--

--BUT I'M COMING ON MY OWN TERMS!

"I REQUIRED AN INSTANT TO LONG TO RELEASE MYSELF.

"--AND HIS MOMENTUM CARRIES US THRU THE PROTECTIVE GRATING--

OOPS!

KRANG!

"--AND DOWN INTO THE DARKNESS!

THERE SEEMS NO END TO THE PIT BELOW US, SPIDER-MAN!

BUT IF I AM TO PERISH, I PERISH GLADLY--

--KNOWING I HAVE SAVED THIS COMPLEX FROM DESTRUCTION AT YOUR HANDS!

"BUT MY TRIUMPH IS SHORT-LIVED, AS THE STEEL-SMOOTH PASSAGEWAY SUDDENLY DIVIDES--

"--AND SPIDER-MAN AND I ABRUPTLY GO OUR SEPERATE WAYS.

"I PLUNGE THRU UNYIELDING BLACKNESS--

"--MY HANDS UNABLE TO FIND ANY PURCHASE."

FOR THE RECORD, THE WALL-CRAWLER DOESN'T FARE MUCH BETTER.

"THE SHAFT CURVES BELOW ME, BECOMING A CHUTE.

"LIGHT INTRUDES UPON THE SHADOWS--

"--AND I BURST OUT THRU ANOTHER GRATING, ROLLING AS I HAVE LEARNED, TO ABSORB THE IMPACT OF MY FALL."

AGAIN, THE SAME HOLDS TRUE FOR A CERTAIN WEB-SLINGER, BUT AS HE ERUPTS THRU HIS GRATING...

WHEW! LET'S HEAR IT FOR AWKWARD CANDINGS! I'M JUST LUCKY THAT...

HEY! WAIT JUST ONE SECOND! DID SHANGY SAY WHAT I THINK HE JUST SAID?

YEP--HE SAID IT, ALL RIGHT-- WHICH MEANS THAT SOMEBODY'S PLAYING US BOTH FOR SUCKERS!

"I MOVE AMONG THE **GENERATORS** SILENTLY, MY EARS STRAINING TO **HEAR** ABOVE THE ALMOST-DEAFENING **HUM**. I SURVIVED **MY** DEATHFALL, SO SPIDER-MAN HAS ALMOST CERTAINLY SURVIVED **HIS**.

"AND IF SUCH IS THE **CASE**, HE IS STILL TO BE **ATTENDED** TO--ONE WAY OR **ANOTHER**."

AND, A SHORT DISTANCE AWAY, SIMILAR--YET DRASTICALLY **DIFFERENT**--THOUGHTS WHIRL THRU THE MIND OF THE **WEB-SLINGER** IN QUESTION...

GOT TO **FIND** SHANG-CHI--AND **FAST**!

IF WHAT I SPECULATE IS **TRUE**, WE'RE WASTING PRECIOUS TIME **PUSSY-FOOTING** AROUND THIS OVER-SIZED **ERECTOR SET**--

--WHILE LORD-KNOWS-**WHAT** IS COMING DOWN SOMEWHERE **ELSE**!

BIGGEST **PROBLEM** IS GONNA BE GETTING HIM TO **LISTEN** TO ME, BEFORE HE CAN KICK IN MY... **HEY!**

TURN, SPIDER-MAN--AND **DEFEND** YOURSELF!

SHANG-CHI--**WAIT**! I'VE GOT TO **TALK** TO YOU.

HOW ABOUT CALLING A **TRUCE**?

TO WHAT **END**, SPIDER-MAN? YOU HAVE **ALLIED** YOURSELF WITH MY **FATHER**, THE MASTER **DECEIVER**.

DO YOU TRULY THINK ME **GULLIBLE** ENOUGH TO **BELIEVE** A WORD YOU SAY?

C'MON, MISTER--GIVE IT A **CHANCE**! I DON'T WANT TO **FIGHT** YOU.

MURDERER... YOU HAVE NO **CHOICE**!

BUT YOU'RE **WRONG**, MISTER--I **DO** HAVE A CHOICE.

APPARENTLY, THERE'S ONLY **ONE** WAY TO CONVINCE YOU I'M **SINCERE** ABOUT THIS--

--BUT IF I'VE GOT YOU FIGURED **WRONG**, THEY'LL BE SCRAPING ME OFF THE **WALLS** OF THIS JOINT FOR THE NEXT **TWENTY YEARS**!

"HE STANDS IMMOBILE, MAKES NO MOVE TO PREPARE HIMSELF FOR MY ATTACK.

"WHY?

"COULD I HAVE MISJUDGED HIM? COULD HIS OFFER OF PEACE BE IN EARNEST?

"NO! I CANNOT CONTINUE UNTIL I AM CERTAIN!

"I TWIST MY BODY VIOLENTLY ASIDE--

"--AND MY FEET BARELY BRUSH THE FABRIC OF SPIDER-MAN'S MASK.

WHEW! THAT'S ABOUT AS CLOSE AS I EVER WANT TO COME TO A TERMINAL HAIRCUT!

YOU HAVE YOUR TRUCE, SPIDER-MAN.

TALK... AND I WILL LISTEN.

"IN QUICK, CLIPPED PHRASES, SPIDER-MAN EXPLAINS HIS PURPOSE HERE--AND I AM SADDENED BY HIS WORDS. I ADD FIVE DEATHS TO MY FATHER'S ACCOUNT, DEATHS TO BE PAID FOR UPON OUR DAY OF RECKONING.

"AND WHEN I HAVE EXPLAINED IN TURN THE CIRCUMSTANCES THAT BROUGHT ME TO THIS NIGHT-SHADOWED POWER PLANT...

WELL... LOOKS LIKE WE'VE BOTH BEEN CONNED, DOESN'T IT?

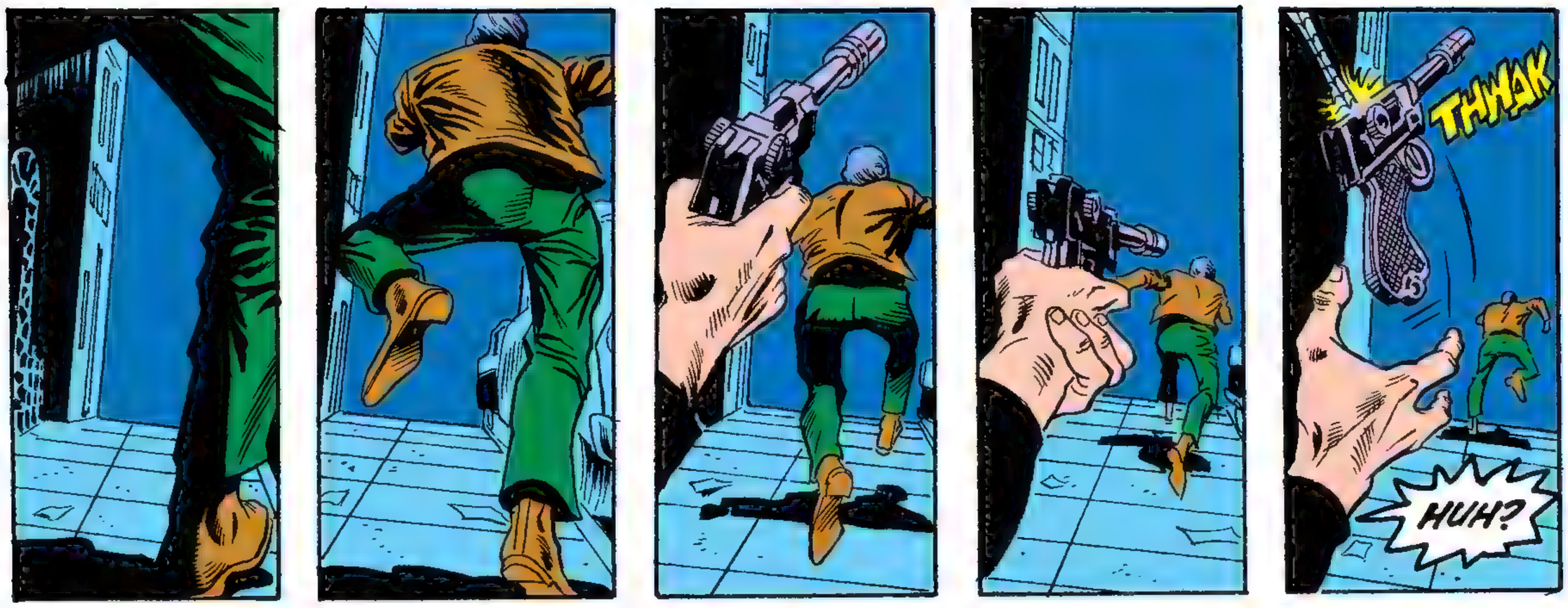
SO WHAT DO WE DO NOW?

I AM NOT SURE-- BUT THERE IS A LEARNED MAN THAT I KNOW WHO MIGHT HELP US IN...

HOLD! FOOTSTEPS! SOMEONE APPROACHES.

"WE RACE OFF INTO DARKNESS AS THE SECURITY GUARDS DRAW NEAR--

"--LEAVING ONLY WHISPERS TO MARK THE PLACE WHERE WE HAD STOOD.


THWAK
HUH?

YOU TAKE CARE OF QUICK-DRAW McGRAW HERE, SHANG. I'M GOING AFTER OUR PANIC-STRICKEN TRACK STAR!
WHO IN THE NAME OF--?
THE NAME IS SHANG-CHI, EVIL ONE.
SURRENDER QUICKLY-- AND YOU WILL NOT BE HURT!
CHAPTER THREE
PINNACLE of DOOM!

WHAT'RE YOU -- CRAZY? I AIN'T SURRENDERIN' TO NOBODY I CAN STILL CUT!

"HIS SINGLE EYE WILDLY DILATED, THE ASSASSIN LUNGES FORWARD.

"I LEAP ABOVE HIS SAVAGE THRUST--

"--AND ONE WELL-PLACED BLOW RENDERS BOTH HIS EYES SIGHTLESS--

"--AS HE TOPPLES INTO THE BLACK WELL OF UNCONSCIOUSNESS.

CHOK

UUNNHH!

"SPIDER-MAN IS NOT LONG IN RETURNING WITH THE ONE THIS KILLER SOUGHT.

C'MON, WEB-SLINGER-- PLEASE--!

YOU'RE BREAKING MY ARM!

CHUCKLES, YOU DON'T GIVE US SOME ANSWERS-- AND YOU'LL EAT THAT ARM!

FORGET IT, WEB-HEAD! YOU'RE NOT GETTING A WORD OUT OF-- HUH?

IT IS. SHOULD I KNOW YOU?

SHANG-CHI? IS IT YOU?

I'LL SAY YOU SHOULD! I'M WORKING FOR SIR DENIS NAYLAND SMITH!

"AT THE MENTION OF THAT NAME, WE MOVE INTO THE SHADOWS-- THE LESS LIKELY TO BE OVERHEARD."

I WAS ON MY WAY TO DELIVER SOME INFORMATION I UNCOVERED TO SIR DENIS--WHEN THAT ONE-EYED HIT-MAN OF YOUR FATHER'S LATCHED ONTO MY TAIL.

AND WHAT IS THE NATURE OF THAT INFORMATION?

YOUR FATHER'S PLANNING SOME MASTERSTROKE TONIGHT--ON TOP OF THE EMPIRE STATE BUILDING!

IN FACT, THE OPERATION IS PROBABLY ALREADY UNDER WAY!

THEN CONTINUE YOUR MISSION. INFORM SIR DENIS OF WHAT YOU'VE JUST TOLD US-- AND TELL HIM WE WILL MEET HIM THERE.

GOT YA, PAL. GOOD LUCK TO YA.

THANK YOU, MY FRIEND. I PRAY WE SHALL NOT NEED IT.

THE EMPIRE STATE BUILDING: UNTIL RECENTLY, THE TALLEST BUILDING IN THE WORLD.

UNMINDFUL OF THE POLLUTED SKIES AROUND IT, IT JUTS BOLDLY UP FROM THE JAGGED MANHATTAN SKYLINE--A STONE-STEEL FINGER POINTING PROUDLY TOWARDS A TRIUMPH FEW MEN MAY HOPE TO ATTAIN ON EARTH--

--FEW MEN, SAVE THE DIABOLICAL DOCTOR FU MANCHU

THE WORK PROGRESSES WELL, MY FAITHFUL. FU MANCHU IS PLEASED.

THE NEW * TELEVISION AERIAL WILL BE COMPLETELY ERECTED WELL BEFORE SUN-UP--PRECISELY ACCORDING TO PLAN.

*THE OLD AERIAL WAS TOPPLED BY THE MALEVOLENT MANDRILL IN DAREDEVIL #112, A TALE THAT OCCURED JUST YESTERDAY, MARVEL-TIME-WISE.--RT.

ONCE ACTIVATED, THIS NEW AERIAL WILL TRANSMIT THE SAME TELEVISION SIGNALS--

--PLUS A SPECIAL SUBLIMINAL MIND-CONTROL RADIATION, THAT WILL SOON SUBJUGATE THE ENTIRE EASTERN UNITED STATES TO MY WILL--

--AND THIS TIME, THERE IS NO SHANG-CHI ABOUT TO THWART ME.

"THE LIFT WHICH BROUGHT US TO THE 86TH FLOOR OPERATED FLAWLESSLY--BUT WE HAVE WAITED TO NO AVAIL FOR THE LIFT THAT WILL CARRY US TO THE 102ND FLOOR--AND THE ROOF.

YOU KNOW, SHANG --I DON'T THINK THAT CRUMMY THING IS WORKING.

WE'D BETTER FIND OURSELVES A STAIRWAY-- AND HOOF IT TO THE TOP!

THIS DELAY IS MY FAULT, SPIDER-MAN. I SHOULD HAVE REALIZED MY FATHER WOULD TAKE STEPS TO IMPEDE THE PROGRESS OF UNWANTED GUESTS.

SO WE'RE TAKING OUR OWN STEPS, SHANG--TWO AT A TIME!

"SEVEN STORIES FROM THE ROOF, A NEW IMPEDIMENT LOOMS BEFORE US.

AGAIN WE MEET, SHANG-CHI--

--AND THIS TIME MY MASTER HAS ORDERED YOUR DEATH!

WHO IN BLAZES IS THAT?

"HIS NAME IS TAK, A SUMO WRESTLER IN THE SERVICE OF MY FATHER.

"HE AND I HAVE CLASHED BEFORE*--BUT WE ARE NOT DESTINED TO CLASH AGAIN.

*IN MASTER OF KUNG FU #15.--ROY.

"AT LEAST, NOT THIS NIGHT.

GET MOVING, SHANG. I'LL HOLD OFF THE JOLLY GREEN GIANT!

"THERE IS NO TIME TO DISPUTE SPIDER-MAN'S SUGGESTION. I MOVE SWIFTLY UP THE WINDING STAIRS.

SON OF A DOG! TAK WILL GRIND YOUR BONES TO PASTE!

CHUDD!

SORRY, BUTTERBALL--BUT I THINK YOU'VE GOT YOUR FAIRY TALES MIXED UP!

WHUMP!

THE GIANT WHO DID THE BONE-GRINDING NUMBER IS OUT OF "JACK AND THE BEANSTALK"--NOT "KING OF THE MOUNTAIN"!

"THE SOUNDS OF BATTLE FADE BEHIND ME, AS I ASCEND TO THE SKY-SCRAPER'S ROOF--AND BURST OUT INTO THE BRISK NIGHT AIR, TO FACE...

MY FATHER!

WELCOME, SHANG-CHI... MY SON!

IN TRUTH, I DID NOT EXPECT TO SEE YOU HERE TONIGHT, SHANG-CHI.

YOUR OBVIOUS SKILL IN THE ARTS I HAVE TAUGHT YOU DOES ME PROUD.

A PITY.

KILL HIM, MY FAITHFUL ONES!

"WHEN FIRST I TURNED FROM THE WAYS OF MY FATHER, HE SWORE AN OATH TO **SLAY** ME WHEN NEXT WE MET.

"WE HAVE MET **SEVERAL** TIMES SINCE THAT NIGHT.

"HE HAS NOT SLAIN ME **YET.**

"THOSE HE SENDS **AGAINST** ME NOW ARE MORE SUITED TO BE THE **WORKERS** THEY ARE **GUISED** AS.

PWOK!

CHUF!

"THEIR MOVE-MENTS ARE SLOW, HEAVY--

SKOD!

"-- AND WHEN ONE INTENDS TO DEAL **DEATH** WITH ONE'S TALENTS IN THE **MARTIAL ARTS**--

BROK!

"--SPEED IS OF THE **ESSENCE!**

KWUD!

"THEY COME AT ME FROM **ALL** DIRECTIONS, HOPING TO **EN-CIRCLE** ME, **ENTRAP** ME IN A HUMAN **VISE**--

"--BUT IT IS A VISE WITHOUT **TEETH**, WITHOUT **POWER**--

CHOW!

"--A VISE THAT IS EASILY **SHATTERED.**

"FOOTSTEPS SOUND BEHIND ME.

THAP

THAP

"I CROUCH, PREPARED TO INTERCEPT THE BLOW--

"--AND FIND MY ACTIONS QUITE UNNECESSARY.

SPIDER-MAN!

WHO WERE YOU EXPECT-ING?

THE AVON LADY?

WHEN ONE DEALS WITH MY FATHER, ONE RARELY KNOWS WHAT TO EXPECT, MY FRIEND.

THE GIANT TAK-- HOW DID YOU MANAGE TO EVADE HIM?

OH... HIM?

I LEFT HIM SORT OF--ER--HANGING AROUND DOWN-STAIRS!

BUT WHY DON'T WE DISCUSS MUTUAL ACQUAINTANCES A LITTLE LATER?

SPOW!

RIGHT NOW, AS A CERTAIN ANIMATED PILE OF LUMPY ORANGE ROCKS I KNOW MIGHT SAY--

IT'S CLOBBERIN' TIME!

WHOK!

"MY FATHER'S MINIONS SEEM AS **PLENTIFUL** AS THE FALLEN AUTUMN LEAVES, BUT STILL SPIDER-MAN AND I STAND OUR **GROUND**--

"--UNTIL A BLINDING BLANKET OF **FOG** DROPS SUDDENLY FROM **ABOVE** US.

"MAN-MADE FOG.

WHUMP!

GAS! WE ARE **BESIEGED!**

"--AND AT THE CONTROLS OF THE **FOREMOST** AIRCRAFT, THE IMPOSING FIGURE OF **BLACK JACK TARR!**

ALL RIGHT, MATES--THAT'S **THEM** RIGHT **BELOW** US!

BETTER COME IN **FAST**--AND COME IN **HARD!**

"INSTINCTIVELY, I ADJUST MY **BREATHING** TO COMPENSATE FOR THE SMOTHERING **FUMES**--THEN I TURN MY GAZE **SKYWARD.**

HEY--EITHER SOMEBODY'S TOSSING **GAS-BOMBS** AT US--OR THE **AIR POLLUTION** HAS FINALLY GOTTEN **OUT OF HAND!**

ANY IDEA WHAT'S **UP,** SHANG?

WHUMP!

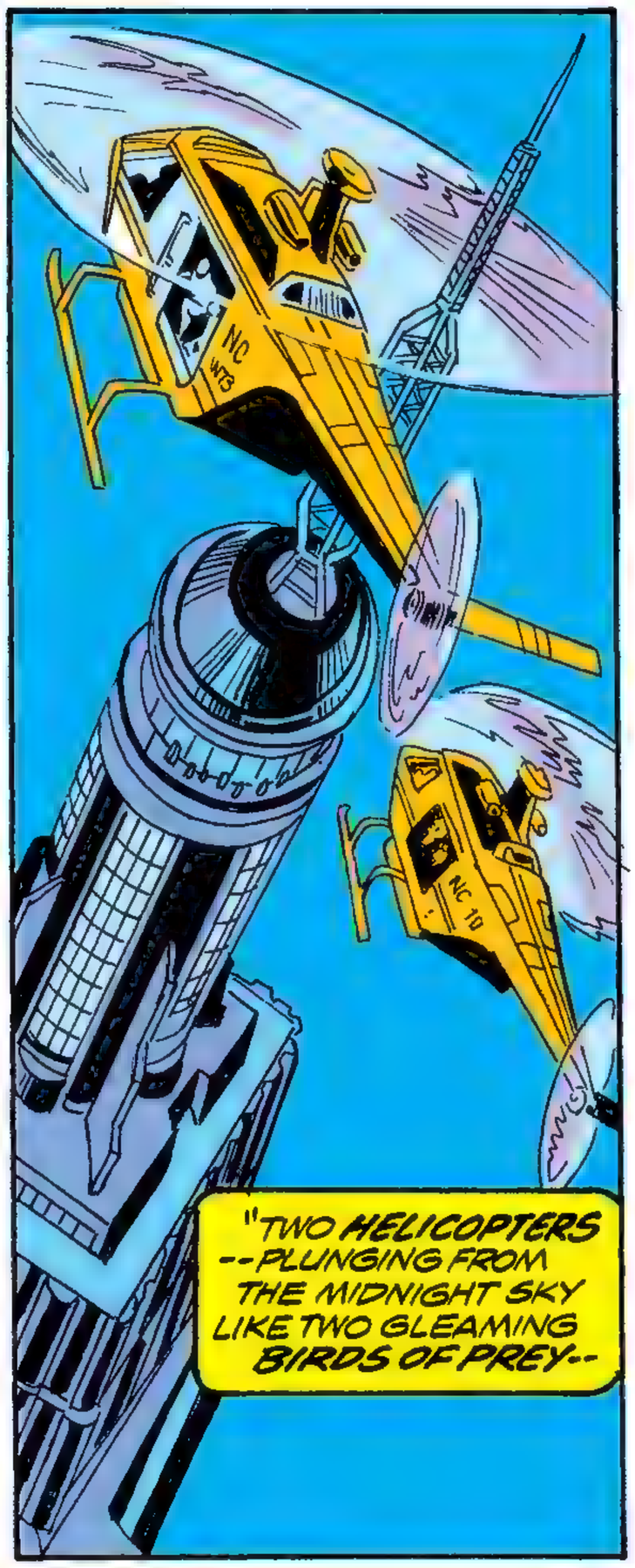
MY VISION IS **UNIMPAIRED** BY THE **SMOKE,** SPIDER-MAN. I CAN SEE **PRECISELY** WHAT IS **UP."**

"THE AIR IS RENT WITH THE FURIOUS SOUND OF **MACHINE-GUN FIRE** AS THE HELICOPTERS SWOOP LOW OVER THE OBSERVATION PLATFORM.

OKAY, YOU BLOKES--LET'S **HIT** 'EM--

FOR **SIR DENIS**--AND FOR **DR. PETRIE,** LORD REST HIM!

"BLACK JACK TARR IS A MAN WITH A **MISSION.**



"WITHIN MOMENTS, MY FATHER'S SERVANTS ARE IN **ROUT**--AND TARR STANDS GRIMLY **BESIDE** US.

WELL, CHINAMAN--WE'VE CLEANED UP YOUR FATHER'S **MEN** IN... **BLIMEY!** WHERE **IS** YOUR FATHER?

H-HE'S **GONE** --**ESCAPED** DURING THE CONFUSION.

AND THE ONLY WAY TO GO FROM **HERE,** SHANG, IS--**DOWN!**

C'MON! WE CAN **STILL** NAB HIM!

"WE HURDLE THE DESCENDING STAIRS SEVERAL AT A TIME--

"--SPURRED ON BY THE HARSH EX-HILARATION ONE FEELS WHEN THE END OF THE CHASE IS NEAR.

BLAST! I WAS AFRAID OF THAT!

YOUR DADDY'S TORN BIG BAD TAK LOOSE!

THEN HE CANNOT BE FAR AHEAD.

LET US MAKE HASTE, SPIDER-MAN.

"WE REACH THE 86TH FLOOR ONCE MORE WITHIN SECONDS--

"--SECONDS THAT MIGHT JUST AS WELL BE CENTURIES, FOR...

SHANG, WE'RE TOO LATE!

YOUR FATHER'S GETTING AWAY!

THE ELEVATOR DOORS HAVE SHUT! THERE IS NO WAY FOR US TO CAPTURE HIM NOW!

DON'T BE TOO SURE OF THAT, SHANG.

COME ON, SPIDER-STRENGTH!

IF EVER I NEEDED YOU, I NEED YOU NOW!

THERE YOU GO, SHANG!

WHRUNG!

NOT EXACTLY NEAT-- BUT IT DOES THE JOB!

NO GOOD! THE ELEVATOR'S ALREADY ON ITS WAY--

--AND IT'S A NON-STOP EXPRESS THAT'LL TAKE YOUR FATHER STRAIGHT TO THE STREET!

THERE'S NO WAY FOR US TO CATCH UP TO HIM... UNLESS...

IF YOU'RE THINKING AS I AM THINKING, SPIDER-MAN--

--MY ANSWER IS YES!

"WITH THAT, WE BOTH DIVE HEAD-LONG THRU A WINDOW--

CHRASH!

"--AND PLUMMET 86 STORIES TOWARDS THE STREET!

I THINK I'M GONNA BE AIR-SICK!

"TWELVE STORIES ABOVE THE CONCRETE, SPIDER-MAN ACTS-- AS IT SEEMS ONLY HE CAN.

"AGAIN, THE STRANGE WEBBING SPRAYS FROM HIS WRISTS--

"--WEBBING THAT SWIFTLY SPREADS LIKE A TELESCOP-ING CANOPY--

"--TO FORM A RESILIENT TRAMPOLINE ACROSS THE AVENUE BELOW US.

"WE STRIKE THE NET WITH BONE-JARRING FORCE, MUSCLES PRONE TO ABSORB THE SHATTERING IMPACT.

"WE BOUNCE ONCE, TWICE--THEN DROP LIGHTLY TO THE PAVEMENT, RUN-NING EVEN AS WE LAND.

"IT HAS TAKEN US ONLY TWENTY-FIVE SECONDS TO TRAVEL FROM THE BUILDING'S SUMMIT TO THE LOBBY. MY FATHER'S ELEVATOR HAS NOT YET ARRIVED!

SONUVAGUN, SHANG--WE DID IT!

BUT ALL THINGS CONSIDERED, I'D RATHER HAVE TAKEN THE BUS!

YOU ARE BEING FLIPPANT, SPIDER-MAN-- BUT YOUR PROWESS IS MOST IMPRESSIVE.

YEAH--SO IS MY TAP-DANCING.

NOW WHY DON'T WE GET READY TO GREET BIG DADDY?

"THE INDICATOR ARROW PASSES 5...4...3...2...

MY FATHER APPROACHES, SPIDER-MAN.

PREPARE YOURSELF.

"...THEN STOPS AT LAST AT 1!

"WE BRACE FOR BATTLE AS THE DOORS SLIDE SOFTLY OPEN--

"--BUT MY FATHER IS LONG SINCE--

--GONE? B-BUT HOW--?

"IT IS A QUESTION I CANNOT ANSWER--

THERE WASN'T TIME FOR THE ELEVATOR TO STOP ALONG THE WAY--SO HOW--?

"--THUS WE STAND IN MUTE CONFUSION AS SIR DENIS NAYLAND SMITH HOBBLES TO OUR SIDE.

SHANG-CHI! YOUR FATHER--IS HE--?

HE'S VANISHED, FRIEND--RIGHT OUT OF A NON-STOP EXPRESS!

I SHOULD HAVE EXPECTED AS MUCH. SUCH AS ALWAYS BEEN THE WAY OF DOCTOR FU MANCHU!

DOCTOR FU MAN-- WHO?

HEY, YOU'RE PUTTING ME ON RIGHT? I MEAN--FU MANCHU IS ONLY A FICTIONAL CHARACTER...

...ISN'T HE?

IF HE IS, SPIDER-MAN--THEN I AM FICTION AS WELL--

--FOR I AM HIS SON!

I SUGGEST YOU PONDER THIS NIGHT'S ADVENTURE BEFORE YOU DRAW ANY CONCLUSIONS, MY FRIEND.

I'LL DO THAT, SHANG--BUT I STILL CAN'T BELIEVE...UH-OH.

THAT SOUNDS LIKE POLICE SIRENS HEADING THIS WAY!

INDEED, SPIDER-MAN. I SUMMONED THEM BEFORE WE JOINED YOU.

THEN I GUESS THAT'S MY CUE TO BUZZ OFF. THE BOYS IN BLUE AND I AREN'T EXACTLY ON SPEAKING TERMS.

TAKE CARE OF YOURSELF, SHANG.

"WITHOUT ANOTHER WORD, SPIDER-MAN TURNS TO THE DOORWAY--AND SWINGS OFF INTO THE NIGHT.

"MY FATHER HAS LOST ANOTHER BATTLE--BUT THE WAR IS NOT YET DONE."

DOCTOR FU MANCHU?

NAHH--IT JUST COULDN'T BE!

THE END

MARVEL TEAM UP

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MARVEL TEAM-UP

FEATURING

THE HUMAN TORCH™ AND THOR™

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TM

THE FIRE THIS TIME!

FEATURING: THE LETHAL LEGIONS OF THE LAVA MAN

Stan Lee PRESENTS: THE HUMAN TORCH AND THOR --TOGETHER! ™

LEN WEIN *WRITER* | JIM MOONEY *ARTIST* | FRANK GIACOIA & D. HUNT *INKERS* | GLYNIS WEIN, *COLORIST* DAVE HUNT, *LETTERER* | ROY THOMAS *EDITOR*

ONE LEARNS A GOOD MANY **TRICKS** WHEN ONE IS IN THE **SUPER-HERO** TRADE-- WALL-CRAWLING, SHIELD-SLINGING, LIMB-STRETCHING, SPELL-CASTING-- WELL, YOU GET THE **POINT.**

FOR EXAMPLE, IF ONE IS THE HIGH-FLYING **HUMAN TORCH,** ONE DEVELOPS ALMOST **EAGLE-**LIKE VISION, ALL THE BETTER TO **SEE** THINGS WITH WHILE SOARING THRU THE CLOUD-STREAKED **SKIES.**

SO WHEN THE INCENDIARY **JOHNNY STORM** NOTICES SOMETHING A TRIFLE--ER--**UNUSUAL** ON THE NIGH-DESERTED MIDTOWN STREET BELOW, HE SWOOPS DOWN TO TAKE A **LOOK.**

THE FIRE THIS TIME...!

YEP--THOSE ARE FLAMING ***FOOTPRINTS*** ALL RIGHT--

--AND THEY SURE AS BLAZES AREN'T ***MINE!***

CURIOUSER AND *CURIOUSER,* AS THAT WONDERLAND CHICK ONCE SAID.

THE FOOTPRINTS COME RIGHT UP OUT OF THAT *SEWER--*

--AND LEAD INTO THIS DEAD-END *ALLEY.*

WHEW-- IT'S BLACK AS *PITCH* IN THERE.

BETTER SHED A LITTLE *LIGHT* ON THE SUBJECT --TO SEE WHAT I CAN *SEE!*

AND WHAT THE STARTLED FLAME-THROWER SEES IS...

NO! WHAT I'VE DREADED HAS COME TO *PASS!* THEY'VE DISCOVERED MY *ESCAPE--*

--AND SENT AN *ASSASSIN* TO DESTROY ME!

HUH?

HEY-- *HOLD IT,* BUSTER! I DON'T KNOW WHAT YOU'RE *JABBERING* ABOUT, BUT... *WHA--?*

KILLER-- YOU'LL NOT *LIVE* TO TAKE ME *BACK* TO THEM!

HOLY COW!?! THAT *RAY* FROM HIS HAND-- COVERING ME WITH SOME SORT OF CLINGING *CINDERS!*

I'M *TRAPPED--* IN A CONCRETE *COCOON!*

CLUNK!

WHAT *ELSE* DID YOU EXPECT-- WHEN THE ONE YOU SO BLATANTLY *ATTACKED* IS CALLED-- *THE LAVA MAN!*

MY *MASTERS*? HEY-- *HANG ON*, JOY-BOY!

I THINK WHAT WE HAVE HERE IS A CASE OF *MISTAKEN IDENTITY!*

I KNOW NOT HOW YOU *FOUND* ME-- BUT WHEN YOU REPORT BACK TO YOUR *MASTERS*, YOU CAN TELL THEM...

NO-- YOU'RE *LYING* --TRYING TO *TRICK* ME--!

LOOK, WHY DON'T WE CALL A *TRUCE*--

--AND *TALK* THIS MESS OUT *BETWEEN* US--

--'CAUSE IF YOU DON'T LET ME *OUT*--

--OF THIS BLASTED BASALT *STRAIT-JACKET*--

--MISTER, YOU'RE GONNA MAKE ME *MAD!*

INCREDIBLE! THE AWESOME *HEAT* YOU GENERATE MADE MY LAVA SHEATH SO *BRITTLE*-- IT *SHATTERED!*

GLAD YOU *NOTICED* THAT, FELLA! MAYBE *NOW* YOU REALIZE THAT I'M *SERIOUS!*

WILL YOU STAY *PUT* FOR A MINUTE AND *LISTEN* TO ME?

NEVER-- NOT SO LONG AS THERE IS *BREATH* WITHIN MY *BODY!*

WELL, IF *THAT'S* THE CASE, BUSTER--

PLAMM

UUNNGGH!

-- I SUPPOSE I'LL JUST HAVE TO KNOCK THE BREATH CLEAN *OUT* OF YOU!

A LAVA MAN IS NOT SO EASILY DEFEATED, FLAMING ONE.--

--NOT WHEN SUCH A FAILURE COULD MEAN THE END OF THIS VERY WORLD!

BROK!

HUNH??

W-WHAT THE DEVIL DO YOU MEAN BY THAT?

MISTER, IF YOU'RE SERIOUS, YOU'D BETTER TELL ME WHAT'S GOING ON!

YOU DO NOT KNOW? THEN YOU ARE NOT AN AGENT OF MY PEOPLE!

A SHAME I DISCOVER THAT NOW--

--FOR I NO LONGER HAVE ANY TIME TO WASTE ON YOU!

STAND ASIDE, FLAMING ONE--

--OR YOU WILL FORCE ME--

--TO DESTROY--

--YOUUUUU

HUH?

MAN, YOU'RE REALLY HURT! WHY IN BLAZES DIDN'T YOU SAY SOMETHING?

IT WOULD MAKE LITTLE DIFFERENCE IF I HAD, BOY--

--FOR I AM NOT MERELY HURT--I AM DYING!

DYING? NO! IS THERE ANYTHING-- ANYTHING I CAN DO TO HELP YOU?

ONLY AID ME IN COMPLETING MY MISSION HERE.

IT IS IMPERATIVE I SPEAK TO THE ONE CALLED THOR-- OR YOUR WORLD WILL END IN FIRE!

I'LL DO WHAT I CAN, PAL-- I PROMISE YOU THAT!

CUT: TO A CHECKERED CAB SPEEDING THRU THE DARK MANHATTAN STREETS.

...SO I SEZ TO LOUIE... LOUIE, I SEZ...

...THEY WANNA SOLVE THE TRAFFIC CONGESTION IN THIS CRUMMY BURG...

...ALL THEY GOTTA DO IS MAKE ALL THE STREETS ONE-WAY POINTIN' WEST...

...AN' IN A COUPLE'A WEEKS, ALL THAT TRAFFIC'LL BE JERSEY'S HEADACHE! BUT LOUIE... HE SEZ TO ME...

HEY-- WILL YA LOOK AT THAT!?!

WHAT IS IT, DRIVER? SOMETHING WRONG?

WHY DON'CHA TAKE A GANDER OUT TH' WINDOW, CHUM? MAYBE YOU CAN TELL ME!

THOR must get to a telephone

GOOD LORD! A MESSAGE FOR THE THUNDER GOD FROM THE HUMAN TORCH--

--AND THERE'S NO WAY THOR CAN ANSWER THAT SUMMONS-- UNLESS DR. DONALD BLAKE SACRIFICES HIS EVENING'S APPOINTMENTS.

CABBIE, LET ME OFF AT THE NEXT CORNER! IT SEEMS I'M NOT GOING TO THE HOSPITAL TONIGHT, AFTER ALL.

AN EMERGENCY HAS SUDDENLY COME UP!

HAVE TO FIND A SHADOWED ALLEYWAY-- AND QUICKLY. NOBODY MUST SEE ME MAKE THE CHANGE.

TAXI

HEY, MISTER --YER CHANGE!

YA FERGOT TA TAKE YER CHANGE!

AHHH-- BEANS! THAT GUY IS DEAF TO THE WORLD!

LOUIE WUZ RIGHT! MOST'A THEM DOCTOR-TYPES ARE IN WORSE SHAPE THAN THEIR PATIENTS!

EVERYBODY'S SCREWY IN THIS COCKAMAMIE TOWN.

AND WHILE THE BELEAGUERED **CAB-DRIVER** MOVES OFF IN SEARCH OF **SANER** FARES, **DR. DON BLAKE** HOBBLES INTO THE FIRST DARKENED **ALLEYWAY** HE COMES UPON--

--**KNEELS** AS IF IN SILENT SUPPLICATION--

--THEN **STRIKES** HIS WOODEN WALKING STICK **ONCE** AGAINST THE PAVEMENT--

--AND RISES, NOT AS A LAME **PHYSICIAN,** BUT AS THE **GOD OF THUNDER,** THE **LORD** OF THE **STORM** AND THE **LIGHTNING**--

--THE MIGHTY **THOR!**

THE TRANSFORMATION COMPLETE THE NOBLE ASGARDIAN WHIRLS HIS MYSTIC MALLET **MJOLNIR** ABOUT HIS HEAD-- THEN TAKES TO THE MOONLIT **SKY.**

NOT WHAT **NEED** THE YOUTHFUL TORCH DOTH HAVE OF ME--

--BUT WHATE'ER IT BE, THE **HEIR** TO THE THRONE OF THE **REALM ETERNAL** SHALL NOT BE FOUND **WANTING!**

AND MOMENTS LATER, ATOP THE GREAT **STATUE** THAT DOMINATES **LIBERTY ISLAND...**

SALUTATIONS, JOHNNY STORM.

WHY HAST THOU **SUMMONED** THE SON OF ODIN IN SUCH **FLAMBOYANT** FASHION THIS FINE SUMMER'S NIGHT?

GOOD **QUESTION,** THUNDER GOD.

GOT A FELLA HERE WHO SAYS HE **KNOWS** YOU-- AND WANTS TO **TALK** TO YOU--

--ABOUT THE **END OF THE WORLD**-- OR SOME SUCH **PETTY** THING.

MOLTO, MY GOOD FRIEND! HOW **FAREST** THOU?

NOT **WELL,** THOR-- HE'S **DYING!** IN **FACT...**

PLEASE --DO NOT **SPEAK**-- MERELY **LISTEN!**

FOR I HAVE **MUCH** TO TELL-- AND **LITTLE** TIME TO **TELL** IT!

"IT'S BEEN MANY **MONTHS**, THOR, SINCE THE LAVA MEN--SPURRED ON BY OUR WITCH DOCTOR **JINKU**-- ATTEMPTED TO **ATTACK** THE SURFACE WORLD--

"--ONLY TO BE DRIVEN BACK TO **DARKNESS** BY YOU AND YOUR FELLOW **AVENGERS!***

*IT HAPPENED IN ***AVENGERS*** #5, IF YOU CAN ***REMEMBER*** THAT FAR BACK.--GERIATRIC ROY.

"SINCE THEN, WE HAVE LIVED IN **PEACE**-- UNTIL A SUPPOSED **VISION** CAME TO JINKU IN HIS **DREAMS**--

"--PROMISING TO LEAD OUR PEOPLE TO **CONQUEST!**

"JINKU WASTED NO TIME IN **DESCRIBING** HIS 'VISION' TO OUR **CHIEF**-- AND THOUGH I **DISPUTED** IT LOUDLY, JINKU **WON** THE ARGUMENT BY STATING HE COULD **PROVE** HIS CLAIM.

"AS IF DIRECTED BY SOME UNSEEN PRESENCE, JINKU LED US THRU DARK TWISTING **TUNNELS,** UNTIL, AT LAST...

THERE! DO YOU **SEE?** IS IT NOT AS I'VE **DESCRIBED** IT?

"WE STOOD BEFORE A VAST **CAVERN,** FILLED WITH TOWERING MASSES OF GLEAMING **MACHINERY**--

"--MACHINERY KEPT IN **PERFECT REPAIR** BY LEGIONS OF PALE-SKINNED **SUBTERRANEANS,** WHO MINDLESSLY AWAITED THE INEVITABLE **RETURN** OF THEIR **MASTER**--

"--THE **MOLE MAN!***

*MOLEY'S MINIONS ARE LIABLE TO HAVE A ***LOOONG*** WAIT, CONSIDERING THEIR MASTER VANISHED BENEATH A SEA OF MOLTEN LAVA BACK IN ***TEAM-UP*** #17. -- ROY AGAIN.

"IT WAS THIS STRANGE **WEAPONRY**, JINKU CLAIMED, THAT WOULD GAIN US OUR GREAT **VICTORY**--

"--AND SO, TO THE EVERLASTING **SHAME** OF MY PEOPLE, WE **ATTACKED** THE MOLE MAN'S LACKIES, WITHOUT **WARNING**--

"--AND **STOLE** THE MYSTERIOUS MECHANISMS THEY'D TENDED WITH SUCH **CARE!**

"I SHUDDERED IN **HORROR** AS JINKU EXPLAINED HOW THE MACHINERY WOULD BE USED TO SIMULTANEOUSLY **ACTIVATE** EVERY **VOLCANO** ON EARTH--THUS DROWNING THE **SURFACE WORLD** BENEATH A FLOOD OF MOLTEN MAGMA THAT WOULD AFFECT **US** NOT AT ALL.

"BRIEF **HOURS** AGO, I SNEAKED **AWAY** FROM THE OTHERS, DETERMINED TO **WARN** YOU, BEFORE IT WAS **TOO LATE**--

"--BUT MY **ABSENCE** HAD NOT GONE **UNNOTICED!**

I **EXPECTED** THIS, MOLTO --BUT YOU WILL NOT LIVE TO **BETRAY** YOUR PEOPLE!

ZZAK

"THE RADIOACTIVE **ENERGY** OF JINKU'S STAFF **CHILLED** ME TO MY SOUL. I **FELL** --AND THE WITCH DOCTOR STALKED AWAY, BELIEVING ME **DEAD**--

"--BUT HE WAS NOT **QUITE** CORRECT!

"SOMEWHERE DEEP **WITHIN** ME, I DISCOVERED UNTAPPED **STRENGTH** --STRENGTH WHICH ENABLED ME TO **DRAG** MYSELF UP TO YOUR **CITY**--

"--IN SEARCH OF **YOU**... **THOR**, MY GOOD FRIEND!"

TONIGHT... AT THIS VERY **MOMENT...** JINKU **TESTS** HIS NEW-FOUND WEAPONRY UPON **MAUNA LOA** IN THE HAWAIIAN ISLANDS!

STOP HIM... I **BEG** YOU... OR ELSE I'LL HAVE DIED IN VAINNNN...

MOLTO...?

HE'S **GONE,** THOR.

THEN, LIKE A LEAF AT SUMMER'S END, THE LAVA MAN CRUMBLES INTO BRITTLE DUST--

--TO BE BORNE AWAY TO A BRIGHTER, BETTER PLACE--

--FOR, IF THE LAVA MEN BELIEVE IN ANY SORT OF HEAVEN, MOLTO HAS SURELY EARNED A **SEAT** THERE.

FARE THEE **WELL,** MY FRIEND.

THEY SHALL SING THY PRAISES IN **VALHALLA.**

WHAT **NOW,** THUNDER GOD? THATS QUITE A **STORY** YOUR FRIEND LAID ON US.

AYE, JOHNNY STORM--BUT 'TIS A STORY WITHOUT AN **ENDING--**

--AND METHINKS 'TIS UP TO US TO DEVISE A PROPERLY **BEFITTING** ONE.

--TO CREATE A **WARP** OF TIME AND SPACE THAT FEW SAVE THE **HUMAN TORCH** AND THE MIGHTY **THOR** COULD DARE HOPE TO **SURVIVE!**

HOLY MACKERAL! I **SEE** IT-- BUT I DON'T **BELIEVE** IT!

KWA-ROOM!

WE **CAN'T** BE WHERE I **THINK** WE ARE!

AYE, JOHNNY STORM. WE ARE **INDEED** ABOVE THE ISLAND OF **HAWAII--**

PREPARE THYSELF, YOUTH, WHILST I **WHIRL** MINE MYSTIC HAMMER--

--AND THAT VIOLENTLY SEETHING **CAULDRON** JUST BELOW US IS THE **VOLCANO** CALLED **MAUNA LOA!**

IT DOTH SEEM THE LAVA MEN'S **TESTING** HATH ALREADY **BEGUN!**

BOY, HAS IT *EVER!* THIS OVERHEATED MOUNTAIN IS COMING APART AT THE *SEAMS--*

--AND ITS *LAVA* IS FLOWING STRAIGHT TOWARDS THAT *CITY* BELOW!

THEN *TO ARMS,* JOHNNY STORM! WHILST *I* ATTEND TO YON MOLTEN *FLOODTIDE--*

--THOU MUST STRIVE TO STEM THE STILL-SPEWING *SOURCE!*

THEN, ALMOST *FASTER* THAN MERE *MORTAL* EYES CAN FOLLOW, THE *GOD OF THUNDER* CARVES AN AWESOME *SCAR* INTO THE MOUNTAINSIDE--

--WHICH RESULTS IN UNQUALIFIED--

SUCCESS, BY ODIN!

THE WINDING *DITCH* I CREATED HATH *DIVERTED* THE LAVA FROM THE VILLAGE!

NOW TO SEE HOW THE YOUTHFUL *TORCH* DOTH FARE!

YOU DON'T HAVE TO WORRY ABOUT HIM, ASGARDIAN. JOHNNY IS DOING JUST FINE...

SO FAR, SO *GOOD!*

USING MY FLAMING BODY TO *ABSORB* THE VERY *HEAT* FROM THE MOLTEN MAGMA IS *COOLING* THAT SLOP ENOUGH FOR IT TO *SOLIDIFY!*

ONLY *PROBLEM* WITH THE PLAN IS: IT'S BROUGHT ME TO *NOVA* HEAT--

--A *TEMPER-ATURE* EVEN *I* CAN'T SUSTAIN FOR VERY *LONG!*

I'VE GOT TO FIND SOMEPLACE TO *EXPEL* SOME OF THAT HEAT--AND *QUICKLY!*

AND WHAT BETTER PLACE THAN...

THE EVER-LOVIN' VOLCANO ITSELF!

THE HEAT I'M DIRECTING AT THE CRATER IS SO INTENSE, IT'S FUSING THE MOLTEN ROCK SHUT!

BUT THAT STILL HASN'T STOPPED THE ERUPTION!

LOOKS LIKE I'M GONNA NEED SOME HELP ON THIS!

IF SUCH IS THY NEED, LAD--THE SON OF ODIN SHALL GLADLY FILL IT!

THANKS FOR THE OFFER, GOLDILOCKS--

--BUT WHAT COULD YOU DO TO THIS OVER-SIZED POT-BOILER THAT I CAN'T?

THOU DOST FORGET, JOHNNY STORM...

...I AM THE GOD OF THUNDER, LORD OF THE SAVAGE LIGHTNING--

--AND THE VERY SKIES MUST TREMBLE WHEN SPEAKS THE MIGHTY THOR!

COME, YE RAINS! COME, YE HOWLING WINDS!

COME YE, TO QUENCH THE UNQUENCHABLE FLAME THAT DOTH BURN SO UNNATURALLY BOLD!

COME YE-- TO DO THE BIDDING OF THY RIGHTFUL LORD AND MASTER!

HOLY SMOKE! YOU BANG THAT CRAZY HAMMER TWICE ON THE GROUND-- AND SOMEBODY DUMPS NIAGARA FALLS ON US!

HOW THE DEVIL DID YOU MANAGE THAT?

WHAT MATTER THOR'S METHODS, LAD-- WHEN OUR PURPOSE HATH BEEN SO ABLY SERVED!

SWELL. SO NOW ALL WE'VE GOT TO DO IS FIND THE CREEPS RESPONSIBLE FOR THIS.

THE VOLCANO MAUNA LOA SHALL THREATEN THE PEOPLE OF THIS ISLAND NO LONGER!

HISSSSSSS

METHINKS MYSTIC ***MJOLNIR*** DOTH STRIVE TO SHOW US THE ***WAY,*** LAD.

IT HATH DETECTED STRANGE ***EMANATIONS*** RISING FROM THE VERY ***EARTH*** BENEATH OUR FEET--

--AND I TRUST 'TWOULD BE TO OUR ***ADVANTAGE*** TO PURSUE SUCH EMANATIONS TO THEIR ***SOURCE!***

THROOM!

RIGHT ***BEHIND*** YOU, THOR.

YOU JUST KEEP ***DIGGING***-- AND I'LL ***WELD*** THE PASSAGE SMOOTH AS WE GO.

WOULDN'T WANT THE THING TO ***CAVE IN*** ON US.

WELL ***DONE,*** LAD--BUT ***UN-NECESSARY.***

FOR THE EARTH AHEAD DOTH ***RUMBLE***-- AS IF WITH THE ***THRUMM*** OF MOST POWERFUL ***ENGINES!***

AND IF SUCH BE ***SO***--

--THEN WE HAVE REACHED OUR JOURNEY'S ***END!***

BEHOLD! THOR ***COMES***--

--AND A BEING OF ***FLAME*** ACCOMPANIES HIM!

TO THE ***ATTACK,*** MY BRETHREN! THOR AND HIS COMPANION MUST BE QUICKLY DEFEATED!

NEVER, JINKU!

WHILST STILL THERE BE ***LIFE*** WITHIN THE GOD OF THUNDER--

THOR DOTH SAY THEE NAY!

AND THAT GOES ***DOUBLE*** FOR ***ME,*** CHUM!

CHOOM!

SKRAK!

LIKE A **WAVE** OF THE MOLTEN ROCK FOR WHICH THEY'RE NAMED, THE LAVA MEN SURGE **FORWARD**--

--TO BE MET BY THE BLAZING **FURY** OF A HOT-TEMPERED **HUMAN TORCH**--

--AND THE IRRESISTIBLE **HAMMER** OF AN EQUALLY-GRIM **THUNDER GOD!**

FOR A TIME, IT SEEMS AS IF THESE TWO DARING ADVENTURERS WILL **OVERWHELM** THE VAST ARMY THAT CONFRONTS THEM--

--BUT FOR AN UNFORTUNATELY **SHORT** TIME ONLY!

FOR, FROM THE **DARKNESS** BEHIND THEM, THERE STREAKS A SUDDEN BURST OF **RADIO-ACTIVE ENERGY**--

--A BURST **POWERFUL** ENOUGH TO RENDER **SENSELESS** THE MIGHTY **SON OF ODIN**--

--AND **EXTINGUISH** THE FLAMES OF THE VOLATILE **JOHNNY STORM!**

FOOLISH **HUMAN!** I KNOW NOT **WHY** YOU ACCOMPANIED THE ASGARDIAN TO OUR REALM-- BUT YOU'VE COME ONLY TO FIND YOUR **DEATH**--

--THO THE **TRAP** WE SET FOR THE GODLING **THOR** WAS NOT MEANT TO INCLUDE **YOU!**

T-TRAP--? WH-WHAT ARE YOU **TALKING** ABOUT?

THOR'S **HAMMER** --OUR CONQUEST IS **HOPELESS** WITHOUT IT--

--FOR ONLY **IT** CAN SUPPLY THE MOLE MAN'S MACHINERY WITH THE **ENERGY** NEEDED TO ACTIVATE **ALL** THE WORLD'S VOLCANOES AT **ONCE!**

THAT IS WHY WE ALLOWED MOLTO TO **"ESCAPE"** TO THE SURFACE-- TO **CONTACT** THOR-- TO **LURE** HIM TO **OUR** WORLD--

--AND **THAT** IS WHY YOU MUST **DIE!**

*REGULAR READERS OF **MARVEL TEAM-UP** WILL RECALL THE MOLE MAN ORDERING A **SIMILAR** FATE FOR **SPIDER-MAN** AND **MR. FANTASTIC** BACK IN ISSUE #17--*

TO THE **MAGMA PITS** WITH HIM, MY BRETHREN!

*--AND THOSE SAME FAITHFUL ONES ARE NOW EXPECTING **JOHNNY STORM** TO PULL A **SIMILAR** LAST-INSTANT LIFE-SAVING STUNT, RIGHT?*

WRONG!

THE HUMAN HAS BEEN **ELIMINATED,** MY BRETHREN!

NOW **QUICKLY** --LET US PUT THOR'S HAMMER TO **USE!**

WELL, WHAT'S **WRONG** WITH YOU? GIVE ME THAT **HAMMER!**

WE'RE **TRYING,** OH EXALTED ONE--

--BUT IT--IT'S **IMPOSSIBLE** TO **LIFT** IT!

OF COURSE--I'D FORGOTTEN THE **LEGENDS!** IT'S SAID THAT **NO** LIVING BEING SAVE THE **THUNDER GOD** MAY LIFT HIS URU HAMMER!

BUT PERHAPS AN **UNHUMAN** LAVA-FORMED HAND WILL SUCCEED WHERE ALL **OTHER** MEANS HAVE **FAILED.**

AS IF POSSESSED OF A **LIFE** OF ITS OWN, THE MASSIVE HAND **WRENCHES** THE ENCHANTED MALLET **FREE** OF ITS MASTER'S LOOSELY-CLENCHED **FIST**--

--THEN **CARRIES** IT ACROSS THE ROUGH-HEWN CAVERN-- TO INSERT IT, AT LAST, INTO AN EMPTY **SOCKET** UPON THE MACHINERY'S GLEAMING FACE.

AND THEN...

IN PRECISELY **ONE MINUTE,** MY BRETHREN, THE MECHANISM WILL ATTAIN **FULL POWER**--

--AND I WILL THROW THE **SWITCH** THAT WILL SIGNAL THE DAWNING OF THE LAVA MEN'S **REIGN OF CONQUEST!**

THE SECONDS TICK BY-- AND THE HIGH-PITCHED **HUMMING** OF THE GARGANTUAN MACHINERY GROWS LOUDER, SHRILLER-- UNTIL IT ACHIEVES AN ALMOST-**DEAFENING** PITCH.

BY THE MOLTEN HEART OF MAGNIUM! WHAT HAS **HAPPENED?**

FOR AN INSTANT, THE MOLE MAN'S MECHANISM SEEMS TO **GLOW** WITH UNIMAGNABLE **ENERGY** --AND THEN, WITHOUT **WARNING**--

--**THE MACHINERY GOES DEAD!**

IF THE **THUNDER GOD** IS RESPONSIBLE FOR THIS, I'LL... **WHAT?**

THOR HAS **DISAPPEARED**-- AND IN HIS PLACE, ANOTHER **HUMAN!?**

JINKU IS **STARTLED!** APPARENTLY HE DOESN'T KNOW THAT WHEN MY HAMMER LEAVES MY HAND FOR MORE THAN **SIXTY SECONDS**--

--I BECOME **DON BLAKE** ONCE MORE--

"--AND MY HAMMER BECOMES A SIMPLE **WALKING STICK!**"

THEN, WITH A SPEED BELYING HIS INFIRMITY, THE LAME DOCTOR LUNGES FORWARD, AND...

JINKU, IN YOUR INSANE QUEST TO COMMAND THE SURFACE WORLD YOU'VE SLAIN TWO GOOD AND VALIANT MEN--

--BUT THE DEATHS OF THE HUMAN TORCH AND MOLTO SHALL NOT GO UNAVENGED!

SO SWEARS THOR!

KWA-DOOM!

SO SWEARS THE GOD OF THUNDER!

COME, LAVA MEN! COME YE ONE! COME YE ALL! COME AND FALL BEFORE THE INVINCIBLE POWER OF MINE MYSTIC HAMMER!

FOR WITH EACH OF YOU WHO FALLS, PERHAPS THE SOULS OF JOHNNY STORM AND MOLTO WILL BE MORE QUICKLY SPED TO VALHALLA!

NICE SENTIMENTS, THUNDER GOD-- BUT I'M NOT EXACTLY READY TO STRAP ON WINGS AND A HALO JUST YET!

BY HEIMDALL'S EYES! WHO--?

THE HUMAN TORCH BUT HOW, BY ODIN-- HOW?

NO BIG TRICK, CHUM! I LET THESE CRUSTY-SKINNED CREEPIES TOSS ME INTO THE MOLTEN LAVA-- AND THE HEAT REIGNITED MY FLAME!

I'D HAVE BEEN BACK SOONER-- BUT I HAD A FEW "FRIENDS" TO PICK UP ON THE WAY!

OKAY MOLE GUYS-- ATTACK!

IT'S DIFFICULT TO **DESCRIBE** THE MAGNITUDE OF THE BATTLE THAT FOLLOWS.

TRY TO IMAGINE THE ENTIRE POPULATION OF **PROVIDENCE, RHODE ISLAND** SLUGGING IT OUT TOOTH-AND-NAIL WITH EVERYONE FROM **BOISE, IDAHO**-- DOUBLE THE **RESULT**-- THEN TOSS IN THE SENSES-SHATTERING POWER OF THE **HUMAN TORCH** AND **THOR**--

--AND YOU MIGHT-- JUST **MIGHT,** MIND YOU-- HAVE A **VAGUE** IDEA OF WHAT WE'RE TALKING ABOUT.

AND SINCE YOU **KNOW** WHICH SIDE OUR TEAMED TWOSOME ARE FIGHTING ON IN THIS UNDERWORLD WAR--YOU CAN **GUESS** THE BATTLE'S INEVITABLE OUTCOME.

ENOUGH, MY LAVA MEN!

YOU HAVE CONDUCTED YOURSELVES **PROUDLY**-- BUT THE STRUGGLE IS **LOST!**

GO LAVA MEN--RETURN IN **PEACE** TO THE DEPTHS THOU DOST CALL **HOME**--FOR THY DREAMS OF **CONQUEST** ARE **HOLLOW** DREAMS, IN TRUTH!

ONCE BEFORE HAVE I **SPOKEN** THUS TO THEE-- I TRUST I SHALL **NOT** BE FORCED TO DO SO **AGAIN.**

WE **UNDERSTAND,** THOR-- AND WE SHALL **DO** AS YOU SAY!

BUT MY **VISION**-- MY PROMISE OF **SUCCESS**--! WHAT WENT **WRONG?** WHY DID THE DREAM **BETRAY** ME?

A QUESTION TO **PONDER** JINKU. AYE, A QUESTION TO **PONDER,** INDEED.

AND IN A SHADOWED ROOM, SOMEWHERE FAR AWAY-- **THEY** LISTEN TO THE WITCH DOCTOR'S WORDS-- AND STRUGGLE TO SURPRESS THEIR **LAUGHTER.**

IT HAS BEEN **FUN,** THIS LATEST LITTLE GAME OF POWER--AND THERE ARE **OTHER** DAYS--OTHER **GAMES**--AGAIN.

NEXT ISSUE: **SPIDER-MAN** BATTLES THE **HULK!**

MARVEL TEAM-UP

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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MARVEL TEAM-UP™

FEATURING:

SPIDER-MAN

AND

THE INCREDIBLE

HULK®

KEEP BACK, HULK! YOU'LL FREE THIS PRISONER OVER MY DEAD BODY!

THEN-- HULK WILL SMASH!

A MIGHTY MARVEL MILESTONE! WHO BUT OUR GRUESOME GREEN GIANT WOULD BREAK INTO A PRISON?

ALL THIS, AND THE CHIMERIC CHAMELEON AS WELL!

Stan Lee PRESENTS: SPIDEY and the HULK -- TOGETHER!!

LEN WEIN, WRITER | JIM MOONEY, ARTIST | FRANK GIACOIA, INKER | GLYNIS WEIN, colorist / JOHN COSTANZA, letterer | ROY THOMAS, EDITOR

A FRIEND IN NEED!

A SAGE OF OLD ONCE WISELY SAID, "ONE *PICTURE* IS WORTH A THOUSAND *WORDS*"-- SO WITH A PICTURE LIKE *THIS* ONE, THERE REALLY ISN'T *MUCH* WE CAN ADD.

SUFFICE IT THEN TO MENTION THAT THE *SCENE* IS THE *NEW YORK MEN'S DETENTION CENTER* ON A BALMY SUMMER'S EVE, AND FROM THERE ON, PILGRIM-- *YOU'RE ON YOUR OWN!*

BLAM

THEY'VE GOT ME UP AGAINST THE *WALL!* THERE'S ONLY *ONE* WAY OUT OF THIS--

--AND, BROTHER, IT HAD BETTER *WORK!*

BLAM

BLAM!

THERE'S *NO* WAY THAT WEB-SLINGING KILLER IS GONNA ESCAPE *THIS* TIME!

SURRENDER, SPIDER-MAN! DON'T FORCE US TO *KILL* YOU!

A FAINT THWIPPING SOUND IS DROWNED OUT BY THE RAUCOUS ROAR OF GUNFIRE--

THAK!

TZZIKT!

--AS A SILVERY RIBBON OF WHAT APPEARS TO BE WEBBING STREAKS ACROSS THE STREET--

--TO BE FOLLOWED, ALMOST INSTANTLY, BY THE COSTUMED FIGURE SEEMINGLY ATTACHED TO THE WEB-LINE'S OTHER END.

HEY--HE'S GETTIN' AWAY!

HOLD YOUR FIRE, MEN! WE'LL GET HIM NEXT TIME-- I SWEAR WE WILL!

MOMENTS LATER, SEVERAL BLOCKS AWAY, A WEB-CLAD FORM DROPS LIGHTLY TO THE STREET--

GUNNARSON TEA CO.

--GETS INTO A MODEST SEDAN PARKED WAITING AT THE CURBSIDE--

--AND DRIVES SWIFTLY AWAY.

DRIVES AWAY?? THAT DOESN'T SOUND LIKE THE WEB-SLINGER WE KNOW--

--AND WERE WE TO LOOK CLOSELY AT THE WEB-SPRAYING PISTOL STRAPPED TIGHTLY TO HIS HAND--

--OR AT THE DOZENS OF SMALL-BUT-POWERFUL SUCTION CUPS LINING HIS GLOVES--

--WE'D QUICKLY REALIZE THAT HE'S NOT THAT CERTAIN WEB-SLINGER AT ALL!

WELL, IT SEEMED LIKE A GOOD IDEA-- BREAKING INTO THE JOINT DISGUISED AS SPIDER-MAN--

--ESPECIALLY SINCE NO DISGUISE IS TOO DIFFICULT FOR THE MAN CALLED-- THE CHAMELEON!*

*AH, C'MON--YOU REMEMBER SPIDEY'S VERY FIRST COSTUMED FOE, DON'T YA? --ROY.

CUT: TO THE REAL WEB-SLINGER --A.K.A. PETER PARKER, COLLEGE PHYSICS MAJOR--

--AND A GENT DESPERATELY BEHIND IN HIS STUDIES--

ADVANCED TRIGONOMETRY

--BUT IT DOESN'T SEEM LIKELY POOR PETER WILL CATCH UP ON SAID STUDIES--

--NOT WITH DISTRACTIONS SUCH AS THIS!

...AND POLICE REPORT THAT, THOUGH SPIDER-MAN'S ATTEMPTED BREAK-IN AT THE MEN'S DETENTION CENTER EARLIER THIS EVENING FAILED, THE WEB-SLINGER STILL MANAGED TO ESCAPE UNHARMED. STAY TUNED FOR...

RATS! WHY DID I EVEN BOTHER TO TRY STUDYING?

I SHOULD'VE KNOWN SOMETHING WOULD FOUL UP THE WORKS!

I'VE BEEN CRACKING THE BOOKS SINCE LUNCHTIME--SO IF A SPIDER-MAN TRIED CRACKING MEN'S DETENTION TONIGHT--

--IT SURE AS SHOOTING WASN'T ME!

THERE ARE TIMES I BELIEVE THERE'S SOME GREAT INTERGALACTIC CONSPIRACY DEDICATED SOLELY TO THE PURPOSE OF SCREWING UP PETER PARKER'S EDUCATION--

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BAILS RECORDS AND TAPES

--AND WHEN I LAY MY HANDS ON THAT PSEUDO-SPIDEY, WHOEVER HE IS, I THINK I'M GOING TO TELL HIM THAT--

--ASSUMING, OF COURSE, HE'LL BE ABLE TO HEAR ME WHILE I'M BUSY TEACHING HIM THE FINER POINTS OF MAYHEM!

AND WHILE SPIDEY WEB-SLINGS HIS WAY TOWARDS THE LOWER WEST SIDE, LET US TURN OUR ATTENTION TO ANOTHER FAMILIAR FIGURE HURTLING HIGH OVER THE ISLAND MANHATTAN--

--PROPELLED BY THE MOST POWERFUL LEG MUSCLES ON EARTH.

NOW HULK WILL GO SOMEPLACE WHERE HULK CAN FIND REAL FRIENDS

DAVE'S LUNCH

NOT BIG CITY LIKE THIS ONE. CITY IS FILLED WITH PUNY HUMANS.

SSCREEEEE

SCREEE

NO, HULK WILL GO TO...

HUH?

KWARAM

HULK THOUGHT BIRD-NOSE AND MAGICIAN WERE HULK'S FRIENDS-- BUT HULK WAS WRONG! *

*A NOT-SO SUBTLE REFERENCE TO NIGHTHAWK AND DR. STRANGE, HULK'S FELLOW MEMBERS OF THE DEFENDERS, A GROUP GREEN-SKIN JUST QUIT A HALF HOUR AGO IN DEFENDERS #17 (WHICH MIGHT JUST STILL BE ON SALE IF YOU HURRY.) --ROY.

BAH! HULK WAS HIT BY PUNY CAR! WHY DO HUMANS ATTACK HULK THIS TIME?

HULK WILL ASK PUNY HUMAN BEFORE HULK SMASHES HIM INTO...

HUH? PUNY HUMAN HAS... NO FACE!?!

NO! OF ALL THE PEOPLE TO RUN INTO... THE BLASTED HULK!

NO! EVERYONE HAS *FACE!* PUNY HUMAN ONLY TRIES TO *CONFUSE* HULK!

THE BRUTE IS GETTING *ANGRY!* HAVE TO THINK OF SOME WAY *OUT* OF THIS MESS--AND *FAST!*

COME OUT OF *CAR*, NO-FACE! COME *OUT*-- OR HULK WILL COME IN AND *DRAG* NO-FACE *OUT!*

SKRAKT

OKAY, HULK--I'M *COMING!* JUST TAKE IT A LITTLE *EASY,* WILL YA?

YOU WOULDN'T WANNA SMASH AN OLD *FRIEND* LIKE ME, WOULD YA?

YOU WOULDN'T WANNA SMASH *RICK JONES!* *

HUH? NO-FACE HAS *FACE* NOW! NO-FACE IS... *RICK?*

*GREENSKIN'S BEST BUDDY IN HIS EARLY DAYS, NOW THE EARTHLY ALTER EGO OF THE COSMIC *CAPTAIN MARVEL.* --ROY AGAIN.

RICK! HULK *REMEMBERS* RICK! RICK WAS HULK'S *FRIEND!*

I'M *STILL* YOUR FRIEND, HULK. SO WHY DON'T YOU *RELEASE* ME?

I WAS *RIGHT!* I CHOSE THE *ONE* DISGUISE THAT COULD *SAVE* ME FROM THE MONSTER!

AND JUST *LOOKING* AT THE HULK HAS GIVEN ME A *NEW* IDEA!

HULK, HOW WOULD YOU LIKE TO *HELP* YOUR FRIEND RICK?

HELP? HULK WILL DO *ANYTHING* FOR HULK'S FRIEND-- ANYTHING RICK *WANTS!*

AND, HAVING WITNESSED THAT INTRIGUING DEVELOPMENT, MARVELITE -- WHAT SAY WE CUT BACK TO EVERYONE'S FAVORITE WEB-SLINGER?

MEN'S DETENTION IS JUST AROUND THE CORNER -- BUT I DOUBT THEY'LL HAVE THE WELCOME MAT OUT FOR SPIDER-MAN!

SO A QUICK SIDE-TRIP INTO THIS CONVENIENT DARKENED ALLEY-WAY--

--AND PETER PARKER, BOY PHOTOGRAPHER, WILL HEAD OVER THERE TO SEE WHAT HE CAN FIND OUT.

MAN, DON'T KNOW WHAT WE SUPER-TYPES WOULD DO WITHOUT CONVENIENT DARKENED ALLEYWAYS.

SORRY, SON -- BUT PRESS PASS OR OTHERWISE, I CAN'T LET YOU INSIDE WITHOUT THE PROPER AUTHORIZATION.

BUT I'VE GOT TO GET INSIDE! MY JOB DEPENDS ON MY...

PRESS

WELL, IT'S ABOUT TIME YOU GOT HERE, PARKER! DID YOU THINK EVERYONE WAS GOING TO WAIT AROUND FOR YOU FOREVER?

WHO-?

J. JONAH JAMESON! I SHOULD'VE KNOWN!

JJJ AND I AREN'T EXACTLY SPEAKING THESE DAYS -- BUT I'M NOT ABOUT TO LOOK THAT PROVERBIAL GIFT HORSE IN THE MOLARS!

I KNEW YOU'D COME TO YOUR SENSES EVENTUALLY, PARKER. THERE'S NO PAPER IN THIS TOWN THAT WILL PAY AS MUCH FOR YOUR BLASTED PHOTOS AS THE DAILY BUGLE!

THAT SUBJECT IS OPEN TO DISPUTE.

IT'S ALL RIGHT, GUARD -- YOU CAN LET HIM IN! THIS YOUNG DUNDERHEAD IS WITH ME!

YOU'RE JUST LUCKY I'M WILLING TO TAKE YOU BACK!

IF THE *STAFF PHOTOGRAPHER* I SENT FOR HAD BOTHERED TO *SHOW UP*, YOU'D STILL BE OUT IN THE *COLD*, PARKER!

I *KNOW* THAT, MR. JAMESON--AND I'M *GRATEFUL*--

--YOU OVERBLOWN *BLOW-HARD!*

BETTER STEP *ASIDE*, FELLAS. HERE COMES THE POOR MAN'S *"CITIZEN KANE"* AGAIN.

I EXPECT *GOOD* PHOTOS FROM YOU, PARKER--*GREAT* PHOTOS--OR *ELSE!*

DOESN'T HE *EVER* SHUT UP, NED?

YEAH--*ONCE*--BACK IN '58. I THINK IT MADE THE *HEADLINES.*

THANK YOU FOR *COMING*, GENTLEMEN. I'LL TRY TO GIVE YOU THE *DETAILS* AS QUICKLY AND SUCCINCTLY AS POSSIBLE!

GREAT. THAT'S WHAT I'M *HERE* FOR, FRIEND.

112

EARLIER THIS EVENING, THIS INSTITUTION WAS ASSAULTED BY THE COSTUMED CRIMINAL KNOWN AS *SPIDER-MAN!*

"THE WEB-SLINGER ATTEMPTED TO BREAK INTO A CELL BLOCK ON THE SECOND LEVEL OF THE SECURITY SECTION--

"APPARENTLY, TO EFFECT THE ESCAPE OF ONE OF THE PRISONERS CONTAINED THERE!

"WE HAVE NOT YET DETERMINED THE IDENTITY OF THE PRISONER SPIDER-MAN SOUGHT--

"--BUT AS SOON AS WE HAVE THAT INFORMATION, YOU CAN BE SURE WE WILL MAKE IT AVAILABLE TO YOU.

"NOW ARE THERE ANY QUESTIONS?"

AND SPEAKING OF QUESTIONS, FAITHFUL ONE-- MAYBE IT'S TIME WE ANSWERED A FEW THAT YOU MIGHT HAVE.

BASICALLY, IT'S SIMPLE, HULK. FRIENDS HELP FRIENDS--

--AND SINCE I'M YOUR FRIEND, I WANT YOU TO HELP MY FRIEND!

NO, YOU BIG GREEN...! AHHH-- LET'S TRY ANOTHER APPROACH.

HULK...STILL DOESN'T UNDERSTAND, RICK.

HULK IS RICK'S FRIEND, RICK WANTS HULK TO HELP HULK?

YOU SEE THIS PICTURE, HULK? THIS IS JOE CORD! JOE IS ALSO RICK'S FRIEND--

--AND PUNY HUMANS ARE KEEPING JOE A PRISONER!

I WANT YOU TO FREE MY FRIEND, HULK.

AH...NOW HULK UNDERSTANDS.

WHERE DO PUNY HUMANS KEEP RICK'S FRIEND?

THERE, HULK-- ACROSS THE STREET--AT THE PLACE CALLED THE MEN'S DETENTION CENTER!

RICK'S FRIEND IS HULK'S FRIEND-- SO HULK WILL DO AS RICK SAYS!

GO AHEAD, YOU EMERALD FOOL! MY PLAN HAS FINALLY WORKED!

I OWE JOE CORD A DEBT I CAN HARDLY BEGIN TO REPAY-- BUT YOU, HULK, SHALL REPAY THAT DEBT QUITE NICELY!

AND MOMENTS LATER...

WHRAM!

WHERE DO PUNY HUMANS HIDE RICK'S FRIEND?

HULK HAS COME TO FIND HIM!

SUFFICE IT TO SAY THAT PANDEMONIUM BREAKS OUT ALMOST IMMEDIATELY!

PARKER, WHERE IN BLAZES DO YOU THINK YOU'RE GOING AT A TIME LIKE THIS?

I'M A PHOTOGRAPHER, MR. J--REMEMBER? I'M GOING TO FIND MYSELF SOME PLACE TO SHOOT SOME PHOTOS!

AND SOME PLACE WHERE I CAN CHANGE TO SPIDER-MAN!

GUESS THIS STAIRWELL WILL HAVE TO SERVE IN THE ABSENSE OF THE "CONVENIENT DARKENED ALLEYWAY"!

MAN, WHEN IT RAINS, IT REALLY POURS, DOESN'T IT?

FIRST, THAT PSEUDO-SPIDEY ATTACKS THIS PLACE--AND NOW, THE JOLLY GREEN GIANT!

SOMETHING TELLS ME THAT'S TOO MUCH OF A COINCIDENCE TO BE A COINCIDENCE--

--BUT I CAN FIGURE OUT THE DETAILS LATER ON!

AND NOW, SINCE I'VE FINISHED SETTING UP MY HANDY-DANDY AUTOMATIC CAMERA--

--ENTER THAT DYNAMIC DARLING OF DANGEROUS DERRING-DO HIMSELF--

--YOUR FRIENDLY NEIGHBOR-HOOD SPIDER-MAN!

HUH? IS LITTLE BUG-MAN!

SPLOW!

BUG-MAN TRIES TO STOP HULK FROM FINDING RICK'S FRIEND--

BUT HULK PROMISED TO *HELP* RICK--

--AND HULK *KEEPS* HULK'S PROMISES!

NOW GO *AWAY* FROM HULK, LITTLE MAN--

--OR HULK WILL *SQUASH* YOU *FLAT!!*

*HOO-BOY, I GAVE GREENIE A *SHOT* THAT COULD TOTAL AN *ELEPHANT*--

--AND HE DIDN'T EVEN *FLINCH!*

HE SURE HASN'T GOTTEN ANY *WEAKER* SINCE LAST WE TANGLED*--

--BUT THEN, NEITHER HAVE *I!*

SO *WATCH OUT, JADE-JAWS*-- *'CAUSE HERE COMES THE BIG APPLE'S NUMBER ONE MASOCHIST AGAIN!*

*BACK IN *SPIDER-MAN* #119-120. -- GUESS WHO.

C'MON, MUSCLE-BOUND--*PUT UP YOUR DUKES!*

THE POLICE *ALREADY* THINK I TRIED BUSTING INTO THIS PLACE *ONCE* TONIGHT--*SO TWICE* WON'T MAKE ANY BIG *DIFFERENCE!*

BUT I'VE GOT THE CREEPING SUSPICION YOU'RE *INVOLVED* IN THIS MESS SOMEHOW, BIG BOY-- AND SOMEHOW I'M GOING TO *PROVE* IT!

LEAVE HULK *ALONE*, LITTLE MAN.

NOT A CHANCE, CHUCKLES!

YOU'RE THE ONLY HOPE I HAVE OF CLEARING MYSELF--

--SO YOU'RE GOING TO STICK AROUND IF I HAVE TO NAIL YOU TO THE FLOOR!

WHAK!

THAK!

HULK SAID LEAVE HULK ALONE, BUG-FACE--

--AND HULK MEANT IT!!

HUH? HE-- HE JUST SHRUGGED ME OFF--LIKE I WAS SOME KIND OF WEB-SLINGING DANDRUFF!

THERE'S GOTTA BE ANOTHER WAY TO STOP HIM--BUT WHAT?

BLAST! THE LOCAL GUARDS-- RIGHT ON CUE!

THEY'RE WASTING THEIR SLUGS! THE HULK IS MORE BULLET-PROOF THAN A TANK--

BLAM!

BLAM!

BLAM!

--BUT MRS. PARKER'S FAVORITE NEPHEW IS NOT!

THWIPP!

HATED TO DO THAT TO A BUNCH OF BASICALLY-NICE GUYS--

-- BUT NEXT TO MY BOOK-OF-THE-MONTH CLUB MEMBERSHIP, MY LIFE IS MY MOST IMPORTANT POSSESSION!

TO THE HULK, THE CELL BLOCK IS MUCH AS "RICK" HAD DESCRIBED IT-- BUT WHAT THE MAN-BRUTE'S SUPPOSED FRIEND COULD NOT DESCRIBE IS THE NOISE--

ME, HULK-- I'M THE ONE YOU'RE LOOKING FOR--!

NO, HULK-- DON'T LISTEN TO HIM--!

--THE URGENT SHOUTS AND JEERING OF THE PUNY HUMANS BEHIND THE STRANGE BARRED DOORS-- THOSE WHO SOMEHOW SEE THE HULK AS A KIND OF EMERALD SALVATION.

HULK, I'M YER PAL! I'M BEGGIN' YA-- LET ME OUTTA HERE!

C'MON, HULK-- GIVE A GUY A BREAK, WILL YA?

BAH! MORE TALK AND HULK WILL BREAK PUNY HUMAN!

PUNY HUMAN IS NOT RICK'S FRIEND!

YOU! YOU ARE THE ONE IN THE PICTURE!

HULK IS LOOKING FOR YOU!

NO-- PLEASE-- WHAT DO YOU WANT? STAY AWAY FROM ME!

THE MAN SAID HANDS OFF, HULKIE! WHAT'S THE MATTER? YOU HARD OF HEARING, TOO?

MUST BE ALL THAT FAT BETWEEN YOUR EARS BLOCKING UP THE WORKS!

HUH? IS BUG-MAN AGAIN!

HULK IS TIRED OF BUG-MAN BOTHERING HULK--

--VERY TIRED!

NOTHING WILL STOP HULK FROM *FREEING* RICK'S FRIEND, BUG-MAN!

WHRUNCH

NOTHING!

ULUNNFF!

THANG!

COME, RICK'S FRIEND-- WE WILL GO *AWAY* FROM THIS NOISY PLACE!

PLEASE--*PLEASE*-- PUT ME *DOWN*--!

CRUMP!

OH, MY ACHING *EVERYTHING*! FEELS LIKE SOMEBODY DUMPED *NEBRASKA* ON MY HEAD--!

EVERYTHING'S *REELING*-- CAN HARDLY *THINK* STRAIGHT--!

BUT IF THERE'S ANYONE WHO CAN COME UP WITH *ONE* GOOD REASON A LITTLE THING LIKE THAT SHOULD KEEP ME FROM STICKING TO HULKIE'S TAIL LIKE THE WELL-KNOWN *GLUE*--

--I REALLY WISH THEY'D TELL ME WHAT IT *IS*!

'CAUSE WEB-SLINGING OVER ROOFTOPS WITH A POUNDING HEAD LIKE *I'VE* GOT RIGHT NOW IS ABOUT THE *LAST* THING I WANNA DO!

WHY IS IT *MARCUS WELBY* IS *NEVER* AROUND WHEN YOU *NEED* HIM?

AN ALMOST CHILD-LIKE SMILE OF ACCOMPLISHMENT SPREADS ACROSS THE GROTESQUE FEATURES OF THE GREEN GOLIATH AS HIS INCREDIBLE LEAP PROPELS HIM THRU THE AIR.

THE HULK DOES HAVE A FRIEND, IT SEEMS-- AND HE HAS SERVED THAT FRIEND WELL.

YOU ARE SAFE NOW, RICK'S FRIEND.

GREAT JUMPING JUNIPER!

THE MINDLESS MONSTER ACTUALLY DID IT!

HERE, RICK--HERE IS YOUR FRIEND!

MY ONLY FRIEND, HULK, JOE SAVED MY LIFE WHEN WE WERE KIDS--NOW I'VE SAVED HIS. GUESS THAT MAKES US JUST ABOUT EVEN!

WHAT ARE YOU TALKING ABOUT, FELLA? I DON'T KNOW YOU! I'VE NEVER EVEN SEEN YOU UNTIL JUST NOW!

THAT'S BECAUSE YOU'RE NOT SEEING THE REAL HIM, CURLY!

THWIPP!

THAP!

MAYBE YOU'D RECOGNIZE HIM MORE EASILY IF HE LOOKED LIKE--

--THIS!

EH--?

WELL, WELL--IF IT ISN'T THE SHINING LIGHT OF THE SNEAKY SET--THE CHAMELEON!

NO! YOU'RE NOT GOING TO SPOIL EVERY-THING NOW, WEB-HEAD!

I'LL BLAST YOU APART FIRST!

HUH?

GUN! HULK HATES PUNY GUNS!

SKRUNCH!

NO, YOU EMERALD IDIOT--DON'T--!

RICK IS *GONE*-- AND *NO-FACE* IS BACK!

NO-FACE MADE RICK *GO AWAY!*

LET *GO* OF ME, YOU FOOL!

WHERE IS *RICK*, NO-FACE?

TELL HULK-- WHERE IS *RICK*?

HULK-- *S-S-S-STOP!*

Y-Y-YOU'RE SH-SH-SHAKING M-M-ME T-T-TO *D-D-DEATH!*

C'MON, GREENIE-- *DROP HIM! PIECES* OF THE CHAMELEON'LL DO ABSOLUTELY *ZERO* TO CLEAR ME!

THEN YOU *KNOW* IT WAS *I* WHO IMPERSONATED YOU-- BUT *HOW*?

WHOK!

TALK TO YOUR *TAILOR*, CHUM. YOUR TASTE IN *PANTS* IS AS AWFUL AS *MINE!* YOU SHOULD'VE TAKEN THE PHONY COSTUME *OFF* BEFORE...

OKAY, EVERYBODY-- *FREEZE!* YOU'RE COMPLETELY *SURROUNDED!*

JUST PUT YOUR HANDS UP AND NOBODY'LL GET-- *HUH?*

COME ON, JOEY-- WE'VE GOT TO GET *OUT* OF HERE!

IF THOSE COPS OVERHEARD MY CONFESSION, THEY'LL NAIL US *BOTH!*

HEY! TWO OF 'EM ARE MAKIN' A *BREAK* FOR IT!

GUNNING THE IDLING MOTOR OF THE NEWLY-STOLEN CAR, THE CHAMELEON AND HIS COMPANION SURGE FORWARD--

--THRU THE VERY RANKS OF THE MEN-IN-BLUE!

STOP! STOP WHERE YOU-- *UUGGHH!*

THWUDD!

WE MADE IT, JOEY! THERE'S NO WAY THEY CAN STOP US FROM... HUH?

CHAMELEON--LOOK OUT! IN THE ROAD AHEAD OF US--

--A GIANT SPIDER-WEB!

BLAST! THE CAR'S COMPLETELY SNARLED IN IT--

SQUUSHH!

--AND THE COPS ARE COMING UP BEHIND US--FAST!

GIVE IT UP, CHAMELEON! YOU HAVEN'T GOT A CHANCE!

FORGET IT, COP! YOU'LL HAVE TO KILL ME TO STOP ME!

BLAM!

IF THAT'S THE WAY YOU WANT IT, FALSE-FACE--

THAT'S THE WAY YOU'RE GONNA GET IT!

BLAM!

UUNNGH!

THAT COP YOU RAN OVER BACK THERE WAS A FRIEND OF MINE, MISTER!

I OUGHT TO FINISH YOU ON GENERAL...

NO! YOU CAN'T--!

PAKOW!

NO! I DIDN'T MEAN TO--

H-HE STARTLED ME--I THOUGHT HE WAS GOING TO ATTACK--!

IN GOD'S NAME, JOEY-- WHY? HE WOULDN'T HAVE HURT ME! IT WAS JUST A THREAT-- A THREAT!

WHY DID YOU DO IT? JUST GIVE ME ONE GOOD REASON WHY--!

WHY, CHAMELEON? WHY ELSE? YOU WERE... MY... FRIEND...

JOEY? JOEY?

HULK DOESN'T *UNDERSTAND*, BUG-MAN. WHY DID RICK'S FRIEND *DIE* FOR NO-FACE?

FRIENDSHIP IS KIND'A *HARD* TO EXPLAIN, HULK. IT'S...

HEY! WILL YOU LISTEN TO *THAT?!*

...ALL AVAILABLE UNITS! INVESTIGATE REPORTS OF A *BATTLE* RAGING BETWEEN *DR. STRANGE*, THE CRIMINAL CALLED *NIGHTHAWK*, AND FOUR MEN REPUTED TO BE THE *WRECKING CREW* AT THE RUINS OF A CONSTRUCTION SITE AT 29TH STREET AND BROADWAY! REPEAT: ALL...

BUG-FACE, HOW DOES HULK GET TO... *BRAWDWAY?*

I'M TEMPTED TO SAY "*PRACTICE*," GREENSKIN-- BUT IF YOU HEAD *THAT* WAY AND TURN LEFT AT...

AND WHEN SPIDEY HAS FINISHED REPEATING THOSE DIRECTIONS FOR THE THIRD TIME...

BLAST! THE HULK IS *ESCAPING*-- BUT SPIDER-MAN IS STILL *HERE!*

WHY IN BLAZES AREN'T YOU SO-CALLED *POLICE OFFICERS DOING* SOMETHING ABOUT HIM?

ARREST HIM! THROW HIM IN A *CELL* SOMEWHERE AND THROW AWAY THE *KEY! AUDIT* HIS TAX RETURNS! *SOMETHING!*

I'LL REPORT YOU ALL TO YOUR... *UUMPH!*

THAP! *TWIP!*

YOU KNOW--I'D ALMOST *FORGOTTEN* JUST HOW *SATISFYING* THAT LITTLE STUNT COULD BE.

MMUUMM PHHURRR GGUMMPLLU UGGGG!

WELL, I GUESS WE OUGHT'A GET JAMESON *OUT* OF THAT MESS, HEY?

DON'T BE SO *HASTY*, BERNIE. HECK, THIS MAY TAKE A GOOD THREE OR FOUR HOURS OF *CONSIDERATION*.

AFTER ALL, WE WOULDN'T WANT TO *VIOLATE* MR. JAMESON'S *CIVIL RIGHTS* NOW, WOULD WE?

NEXT ISSUE

SPIDER-MAN MEETS HERCULES!

(BUT DON'T FORGET TO PICK UP *DEFENDERS* #18 IN THE MEANWHILE TO SEE IF THE HULK ACTUALLY MANAGED TO *FOLLOW* SPIDEY'S DIRECTIONS.)

MARVEL TEAM-UP

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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MARVEL TEAM-UP™

FEATURING:

SPIDER-MAN AND HERCULES™

SPIDER-POWERS PLUS SHEER BRUTE FORCE AGAINST-- THE CITY-STEALERS

HOLD THAT WALL UP, MAN-GOD! WHATEVER YOU DO-- DON'T LET IT FALL!!

AND IF THEY CAN'T STEAL A CITY-- THEY'LL DESTROY IT!

Stan Lee PRESENTS: SPIDEY AND HERCULES--TOGETHER!

THE CITY STEALERS!

STUDY IN BROODING: IF YOU'RE THE WEB-SLINGING **SPIDER-MAN**, YOU DO YOUR THINKING WHEN YOUR **WEB-SLINGING**...

TWO WEEKS GONE, AND I **STILL** HAVEN'T FOUND AN **APARTMENT.**

DOESN'T ANYONE EVER **MOVE** IN THIS CITY? IS THAT SO MUCH TO ASK--THAT SOMEBODY JUST **MOVE?**

WHILE, IF YOU'RE THE NOBLE OLYMPIAN, **HERCULES,** YOU DO YOUR MUSING ON **FOOT**...

VERILY, 'TIS A MOST **BIZARRE** PLANET, THIS **EARTH.** WHERE ELSE MAY ONE MAN WINE AND DINE LIKE A **KING**--

--WHILE ANOTHER MAN **STARVES,** AND DROWNS HIS SORROWS IN A FONT OF **LIQUOR!**

SURE, WE KNOW --IT'S A PRETTY QUIET WAY TO START OFF YOUR TYPICAL MARVEL **BLOCKBUSTER.** BUT GIVE US A **CHANCE,** PILGRIM--

WE'VE ONLY JUST **BEGUN!**

GERRY CONWAY, AUTHOR
JIM MOONEY, ARTIST
VINCE COLLETTA, INKER
ARTIE SIMEK, LETTERER
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A FAIRLY **TYPICAL** EVENING--EXCEPT FOR ONE SMALL **DETAIL:**

I MEAN, IT'S GETTING ON MY **NERVES**--I'VE BEEN SLEEPING ON FLASH THOMPSON'S COUCH EVER SINCE MY OLD ROOM-MATE **CRACKED UP***--

*IT HAPPENED IN **SPIDEY** #136, BIBLIOPHILES, --ROY.

AND IF YOU'RE NOT CERTAIN WHAT WE **MEAN** BY THAT, WELL, **STICK AROUND:**

--AND IF I DON'T FIND A PLACE OF MY OWN **SOON**, I THINK I'M GOING TO CRACK UP **TOO!**

WHICH SOUNDS LIKE OUR **CUE** TO DO--

HEY! WHAT'S GOING **ON?**

BRUMMBLE

THE BUILDING'S **SHAKING**--

IT'S CALLED **COINCIDENCE**, AND IT'S THE VERY **CORE** OF OUR STORY THIS TIME:

WHY DO THEY **PUNISH** EACH OTHER SO MUCH, THESE MORTALS? THEIR LIVES ARE SO **SHORT**--

BECAUSE WE HAVE A HUNCH IT'S ALL GOING TO BECOME CLEAR TO YOU--VERY SOON!

--MUST THEY **WASTE** WHAT LITTLE TIME THEY HAVE BY **WARRING** WITH EACH OTHER? BY MY SOUL, 'TIS A MYSTERY MOST **PROFOUND!**

--THIS!

THUNDERBOLTS OF **ZEUS!**

AN **EARTHQUAKE!**

AN *EARTH-QUAKE!* THE ENTIRE *ISLAND* IS BEING KNOCKED AROUND LIKE A *CEMENT MIXER!*

FACT: DURING A STRONG WIND, THE EMPIRE STATE BUILDING SWAYS A FULL *SIX INCHES.*

THAT GIRL! THE SHAKING OF THE BUILDING SENT HER RIGHT THROUGH THAT *WINDOW!*

SHE DOESN'T HAVE A *CHANCE*-- UNLESS I CAN TIME MY *WEB-BING*--

--AND SOMEHOW MANAGE TO *CATCH* HER-- *BEFORE* SHE FALLS *TOO FAR!*

FWWIIITT!

ZWIT!

FACT: AN EARTH-QUAKE'S A HECK OF A LOT MORE *POWERFUL* THAN YOUR AVERAGE *STRONG WIND!*

BUT THAT'S FLAT-OUT *IMPOSSIBLE!* YOU *CAN'T* HAVE AN EARTHQUAKE IN *MANHATTAN*--

THE CITY'S BUILT ON SOLID BEDROCK!

SMASH!

EEEEEEEE

THIS IS UTTER MADNESS!

WHAT FOOL WOULD BUILD HIS LARGEST CITY UPON A PATCH OF LAND SO *FRAGILE*--THAT THE MEREST *TREMOR* SENDS IT SLIDING TO THE *SEA*?

THESE MORTALS ARE *INSANE*--BUT 'TIS A FACT OF WHICH I AM *ALREADY* WELL *AWARE*!

REFRIGERATOR LINE

SP 2544

FACT: SAN FRANCISCO IS BUILT ON ONE OF THE MOST *DELICATE* CRUSTAL FAULTS IN THE *WORLD*.

FACT: UP TO NOW, IT'S SURE SEEMED THAT NEW YORKERS WERE A HECK OF A LOT *SMARTER*!

HAAAALLLLPPP!

SPURRASH!

PIER 2

CALM THYSELF, MORTAL. THY LIFE HAS NOT ENDED *YET*.

HAVE *PATIENCE*, AND WE WILL SOON STAND ONCE MORE ON FIRM LAND--SUCH AS IT *IS*.

I SWEAR, I AINT NEVER TOUCHIN' THAT DOLLAR AND A HALF STUFF *AGAIN*.

PINK ELEPHANTS I CAN *STAND*--BUT *THIS* IS JUST PLAIN *CRAZY*!

GOTCHA!

THWUP!

ONCE BEFORE, SPIDER-MAN RESCUED A GIRL THIS WAY--ONLY TO FIND THAT SHE WAS **DEAD,** KILLED BY THE SHOCK OF THE FALL **ALONE...**

TO SAY THE LEAST, HE'S **RELIEVED** THAT THE TRAGIC PATTERN HASN'T **REPEATED** ITSELF...

AND IT'S ONLY WHEN HER RESCUE IS **COMPLETED** THAT EITHER HE OR SHE REALIZES...

THE **QUAKE--** IT'S **OVER!**

DO YOU THINK... DO YOU THINK IT'LL START **AGAIN?**

FRANKLY, MY DEAR, I DON'T **KNOW...**

...BUT YOU CAN BET YOUR BOTTOM RESNICOFF I'M GOING TO **FIND OUT!**

NOT MUCH LATER, IN THE SEISMOGRAPHY LAB AT THE COLLEGE WHERE A CERTAIN PETER PARKER IS PURSUING HIS BACHELOR'S DEGREE IN PHYSICS...

FROM THE **LOOK** OF THINGS, I'M NOT THE **ONLY** GUY WHO'S CURIOUS ABOUT THAT QUAKE...

HALF THE **STUDENT BODY** MUST BE IN HERE--MOBBING POOR OLD **PROFESSOR ALDRITCH!**

AND, BEFORE PETER CAN OPEN HIS MOUTH TO **SPEAK** TO THE ELDERLY SCIENTIST...

PETER PARKER! I SEE YOU'VE FINALLY DECIDED TO **PRIVILEGE** US WITH YOUR PRESENCE.

LAST SEMESTER YOU MIGHT HAVE HAD A GOOD **THEORY** AS TO WHAT'S HAPPENING TO NEW YORK!

SORRY, PROFESSOR. I WAS HOPING YOU'D HAVE A THEORY. THESE SUBTERRANEAN **SHOCKS**--THEY SEEM TO HAVE--

HUH?

BLIP!

BLIP!

YOU **SEE,** MY BOY? THERE ARE **TWO SEPARATE SOURCES**--A DIFFERENT FOCAL POINT FOR THE **NORTHERN** TREMOR AND THE **SOUTHERN.**

BUT THAT'S NOT **POSSIBLE!** THERE CAN'T BE **TWO** FAULTS IN THE EARTH'S CRUST AT THIS SPOT--

--FOR THAT MATTER, PETER, THERE SHOULDN'T EVEN BE **ONE!**

THANKS, PROFESSOR ALDRITCH--YOU'VE ANSWERED MY **QUESTION.**

AND **THEN** SOME--!

THE STUDENTS SWARM FRANTICALLY FORWARD AND THE PROFESSOR LOSES **SIGHT** OF HIS STAR PUPIL--

--AND IT'S A GOOD THING HE **DOES,** 'CAUSE OTHERWISE HE MIGHT HAVE LEARNED THAT PETER PARKER IS **ALSO** KNOWN AS--

SPIDER-MAN!

GOT TO GET SOME **HELP**--I CAN'T HANDLE THIS MESS **ALONE.** FOR THAT MATTER, I DON'T KNOW IF IT **CAN** BE HANDLED --**BY ANYONE!**

EVEN SO-- I'VE GOT TO **TRY!**

A NOBLE SENTIMENT, WEB-SLINGER. AND SPEAKING OF NOBLES...

WOULD THAT I DARED STOP TO *HELP* THESE WRETCHES-- BUT THERE IS NO *TIME.*

I MUST FIND THE *SOURCE* OF THOSE UNEARTHLY TREMORS--FOR I SENSE THAT 'TWAS NO *NATURAL* OCCURRENCE--

--BUT PART OF A CONSCIOUS *PLAN!*

AH...I CAN *FEEL* THE VERY GROUND TREMBLING, LIKE A WOMAN IN *FEAR.* THE TREMORS COME FROM *THAT* DIRECTION...

...THE AREA THESE MORTALS CALL *WALL STREET,* THIS CITY'S MUCH-VAUNTED *TEMPLES* FOR ITS MONEY LENDERS!

WITH LUCK, I WILL SETTLE THIS MATTER *SWIFTLY...* AND 'TWILL STILL BE TIME THIS EVE FOR A GOBLET OF *WINE...*

...SOME *WOMEN...*

...AND A *SONG!*

SOON, WHEN HERCULES' SANDALED FEET HAVE BROUGHT HIM JUST ABOUT AS FAR SOUTH AS ONE CAN GO IN MANHATTAN...

THE *TREMORS*--THEY BEGIN *AGAIN!*

YET NOW THEY ARE *NEARER--!* NAY, NOT *NEARER--*

RUMBLE

THEY ARE BENEATH!

LIKE MANY OF HIS KIND, HERCULES IS NOT AN **UNIMPULSIVE** GOD. HE KNOWS HIS STRENGTHS AND HIS WEAKNESSES...

AND THIS GIVES HIM A CERTAIN **SECURITY**, WHICH IN TURN ENCOURAGES AN ABNORMAL **BOLDNESS**...

LOEW'S

...AND **THAT** LEADS TO SCENES LIKE **THIS**:

BY MY FATHER'S BEARD, I'VE HAD **ENOUGH** OF BEING TOSSED AROUND LIKE A GODLING'S NEW **TOY**!

I SAY, I HAVE HAD **ENOUGH**!

RIPPPPPPPPP!

EARTH **BUCKLES**, TAR **SPLITS**, AND WHEN THE OLYMPIAN HERO IS **DONE**--THE STREET HAS BEEN PEELED LIKE THE RIND ON AN **ORANGE**, TO REVEAL--

POSEIDON'S **TRIDENT**! 'TIS BEYOND MY WILDEST **EXPECTATIONS**!

INDEED IT **IS**, OLYMPIAN. AND, NO DOUBT, YOU'RE BEYOND **ITS** WILDEST EXPECTATIONS, **TOO**!

AN **INTRUDER**. THE INTRUDER MUST **DIE**. KILL THE **INTRUDER**. KILL THE INTRUDER **NOW**.

RUMMMBLE!

AND, THOUGH THE GOD CALLED HERCULES IS STRICKEN **DUMB** BY THE SIGHT OF THE STRANGE CREATURE BEFORE HIM--

--THE COSTUMED HERO CALLED SPIDER-MAN IS MORE THAN VOCAL WHEN HE SEES THE STRANGE CREATURE'S TWIN!

TERRIFIC! NOT ONLY CAN'T I FIND A SINGLE SUPER-HERO ON THIS ISLAND TO HELP ME--

--I NOW HAVE TO COME FACE TO FACE WITH THAT!

BROTHER, THIS IS GOING TO BE A LONNNNG NIGHT!

WHOOPS... SORRY, CHUM! I'VE GOT A FEELING THAT GIZMO OF YOURS IS BEHIND THIS QUAKE WE'VE BEEN HAVING...

SO, UNTIL YOU AND I HAVE A TALK--YOU'RE NOT GOING NEAR THAT GADGET, KAPEESH?

FWIPP!

SOPAL

EEEEYOW!

GUESS YOU DON'T UNDERSTAND AFTER ALL!

AN INTRUDER. THE INTRUDER MUST DIE. KILL THE INTRUDER. KILL THE INTRUDER NOW!

WELL, IF YOU'RE NOT GOING TO BE FRIENDLY--

NEITHER AM I!

CLANG!!

HEY, THAT DIDN'T EVEN AFFECT YOU! IT DIDN'T EVEN THROW YOU OFF-BALANCE--AND THAT'S--

UNNNHHH!

SWAT!

SIXTY SECONDS LATER, WHEN THE DAZZLE HAS LEFT OUR HERO'S **EYES**...

THAT BABY PACKS A WALLOP LIKE THE CLASSIC **COUNTRY MULE!**

WHAT A TIME FOR BOTH THE AVENGERS AND THE FANTASTIC FOUR TO TAKE TRIPS OUT OF THE **CITY.** I LIKE TO BE A **LONER**--

--BUT THIS IS SHEER **SUICIDE!**

NEVER THOUGHT I'D END IT ALL **HERE,** JUST SOUTH OF THE **BRONX**-- BUT SOMEBODY'S GOT TO STOP THIS BOZO FROM DOING WHAT-EVER HE'S **DOING**--

--AND IT LOOKS LIKE YOUR FRIENDLY NEIGHBORHOOD-SPIDER-MAN HAS BEEN **ELECTED!**

IF I CAN JUST GET A **GRIP** ON THIS CLOWN'S SHINING METAL **HEAD**--MANAGE TO **UNSEAT IT**--!

THE INTRUDER **PERSISTS.** TAKE THE INTRUDER'S **LEGS**...

NOW **DESTROY** HIM.

KRA CK

THE INTRUDER IS **FINISHED.** RETURN TO YOUR **TASK.** YOU HAVE APPROXIMATELY **TEN MINUTES** TO ACCOMPLISH YOUR PORTION OF THE PROGRAM.

REPEAT: YOU HAVE **TEN MINUTES.** PLEASE **MOVE** QUICKLY.

COLORS WHEEL OUT OF THE DARKNESS, ENCOMPASS OUR COSTUMED CAPERER, AND GRADUALLY **PASS AWAY...**

AND AS THEY PASS AWAY, CONSCIOUS-NESS SLOWLY **RETURNS...** AND WITH CONSCIOUS-NESS...

...COMES **ANGER!**

SAY, WHAT GOES **ON** HERE?

RRRRRMMMMMMMM

THOU MIGHT WELL **ASK,** MORTAL. SINCE WE WERE BOTH **CAPTURED,** I HAVE **STUDIED** YONDER CREATURES--

AND BY MY FATHER'S **STAFF,** I SWEAR THEIR DOINGS ARE A **MYSTERY** TO ME!

RRRRRUMMMMMMM

HUH? WHO SAID--

HERCULES! YOU'RE HERCULES, **AREN'T** YOU? HOW ON EARTH DID **YOU** GET INVOLVED IN ALL THIS?

IN MUCH THE SAME WAY AS **THEE,** I IMAGINE. I SOUGHT OUT THE **SOURCE** OF THESE EARTHQUAKES-- ENCOUNTERED THAT CREATURE--

--AND ALLOWED MYSELF TO BE **CAPTURED,** THAT I MIGHT LEARN THE FULL **IMPORT** OF THEIR **PLAN!**

'TWAS A **USEFUL** PLOY, THOUGH ITS TIME HAS **PASSED.**

SPRAWNG!

AND NOW 'TIS TIME--TO BE **FREE!**

SPAAAK!

BUT, THERE'S A SUDDEN CRACKLE OF **ENERGY**, AND--

UHHHHH!

SO MUCH FOR THE **BRAVADO** SHTICK, EH, HERC? IF YOU'D GIVEN ME A **CHANCE**, I WOULD HAVE **WARNED** YOU--

THESE FELLAS PLAY **ROUGH**.

THE INTRUDER IS **NEUTRALIZED**. RETURN TO YOUR POST **IMMEDIATELY**.

WAIT A SECOND, FRIEND. DON'T GO RUSHING **OFF** LIKE THAT--AT LEAST, NOT UNTIL YOU'VE SATISFIED MY **CURIOSITY**.

CURIOSITY?

SURE. JUST WHAT ARE YOU TWO TRYING TO **DO**, ANYWAY?

THERE SEEMS NO **POINT** IN CONCEALING INFORMATION FROM YOU, INTRUDER.

THIS UNIT IS **AHEAD** OF ITS SCHEDULE--SO WE WILL **INDULGE** YOUR CURIOSITY. PUT SIMPLY --**WE ARE STEALING MANHATTAN ISLAND**.

"IN A MATTER OF MOMENTS, OUR EARTH-DIGGING MACHINES WILL FINISH THEIR TASK --AND THE INTERIOR **FOUNDATION** OF MANHATTAN ISLAND WILL BE **SEVERED**.

"EVEN AS WE SPEAK, A SPECIAL **NUCLEAR SUB-MARINE** IS WAITING WITH ATTACHED CHAINS--TO **HAUL** THIS ISLAND OUT OF NEW YORK BAY--TO A POINT WE HAVE **PREVIOUSLY** DESIGNATED--

"THERE IT WILL **REMAIN**, UNTIL WE HAVE RECEIVED A RANSOM OF **TWO BILLION DOLLARS** FROM THE GOVERNOR OF NEW YORK STATE."

"AND IF HE DOESN'T **PAY**?" SPIDEY ASKS.

"THE ISLAND WILL BE **SUNK**-- AND ITS ENTIRE POPULATION WILL BE **DESTROYED**!"

A HEAVY **SILENCE** FILLS THE SUBTERRANEAN VAULT WHEN THE ROBOTIC CREATURE CEASES TO **SPEAK**... BUT IT'S ABRUPTLY **BROKEN**, WHEN...

THERE. YOU SEE, INTRUDER? ALREADY WE'VE BEGUN TO **MOVE**.

IT'S SIMPLY A MATTER OF **TIME**, NOW-- AND NOTHING YOU CAN **DO**--

CRAA

NNG!

AW, **CUT IT OUT**. I'M SICK AND **TIRED** OF THAT **LINE**.

OF **COURSE** THERE'S SOMETHING I CAN DO-- I CAN DO **THIS**--

--AND WHEN YOU TRY TO BLAST ME, LIKE YOU BLASTED **HERC**--I CAN USE THE **REST** OF MY SPIDER-STRENGTH TO LEAP OUT OF YOUR **RANGE**--

--AND THEN COME **BACK** AGAIN--**WHEN YOU DON'T EXPECT** IT!

HEY, **SLEEPING BEAUTY**! IT'S RISE AND **SHINE** TIME-- **THE FUN'S ABOUT TO BEGIN**!

WHAT--? PEAKS OF OLYMPUS! THE MORTAL IS FREE!

SO ARE YOU, YOU BIG GALLUMP--! WHY DON'T YOU DO SOMETHING WITH YOUR FREEDOM--BEFORE THESE BOZOS TAKE IT AWAY AGAIN!

I KNOW NOT HOW THOU DIDST WHAT I COULD NOT, HUMAN--

BUT, BY MY SOUL--I KNOW IT DOES NOT MATTER!

THE INTRUDERS ARE FREE! STOP THEM, BEFORE THEY CAN--

WHAMMM!

SMOKE BILLOWS, THEN CLEARS... AND WHEN IT'S DRIFTED AWAY... HERCULES STANDS TRIUMPHANT...

THESE CREATURES ARE WEAKLINGS, MORTAL! 'TIS ALMOST AS THOUGH THEY WERE HOLLOW MEN--

--WITH NO MORE SUBSTANCE THAN THEIR WORDS!

FWWITTT!

DESTROY THE INTRUDERS, YOU FOOLS! YOUR LIVES DEPEND ON IT! DESTROY THEM!

I'VE GOT A GOOD IDEA WHAT YOU **MEAN**, HERCULES. LISTEN TO WHAT THEY'VE BEEN **SAYING**.

THEY KEEP TALKING IN THE **SECOND PERSON**--

YOU MUST NOT LET THEM **ESCAPE**! THE PLAN IS TOO **COMPLEX** --TOO MUCH **DEPENDS**--

--AS THOUGH THEY WERE GIVING **THEMSELVES** COMMANDS! IT DOESN'T MAKE **SENSE**--BUT IT'S SOMETHING WE'LL HAVE TO FIGURE OUT **LATER**--

--**AFTER** WE'VE PUT THEM OUT OF **ACTION**!

SPLOW!

FOR A LONG MOMENT, THE BEATEN ROBOT SWAYS, STUBBORNLY TRYING TO REMAIN ERECT...

THEN, THE PULL OF GRAVITY BECOMES TOO MUCH...AND LIKE A MODERN DAY COLOSSUS TOPPLING FROM ITS PEDESTAL...

WHOMP!

TWO MINUTES LATER, AFTER A BRIEF--THOUGH THOROUGH --EXAMINATION...

THERE'S SOME SORT OF **PANEL** ON ITS CHEST, HERCULES--LIKE AN **ACCESS PLATE** ON A PIECE OF MACHINERY, FOR **REPAIR-WORK**.

LET'S SEE WHAT-- **HUH?**

PLEASE... I TRIED... I REALLY TRIED... BUT **THEY** WILL PUNISH ME... **THEY** SAID THEY'D BE ANGRY IF I FAILED...

PLEASE...DON'T LET THEM **GET** ME...

IT SEEMS THERE'S MORE TO THIS MYSTERY THAN EVEN **WE** HAD SUPPOSED.

I'LL SAY. BUT BEFORE WE DEAL WITH **THIS** NEW ANGLE--THERE'S AN **OLD** ANGLE WE'VE GOT TO DISPOSE OF.

LISTEN **CLOSELY**, HERC--YOU SEE, I'VE GOT A **PLAN**...

THOSE WHO ARE **WITNESS** TO THIS SCENE, AN HOUR LATER, WILL REMEMBER IT ALL THEIR **LIVES**--AND THOSE WHO **AREN'T** WITNESSING IT, WILL NEVER **BELIEVE** THOSE WHO **ARE**.

ONCE, A LONG TIME AGO, THIS OLYMPIAN GOD PERFORMED **TWELVE LABORS**, EACH MORE DIFFICULT THAN THE **LAST**.

YET NO MYTHICAL LABOR--SAVE, PERHAPS, THE TIME HE SUPPORTED THE **WORLD ITSELF** ON HIS SHOULDERS--CAN SURPASS **THIS** LABOR FOR SHEER PHYSICAL **GLORY**--

--AS THE NOBLE SON OF ZEUS LITERALLY **DRAGS** MANHATTAN ISLAND BACK TO ITS SPOT IN NEW YORK BAY--

--BY HAND!

AND, WHEN THE DEED IS **DONE**, AND THE ISLAND IS SETTLED ON ITS BASE ONCE MORE...

THOU MUST LEARN THE SECRET OF THIS MYSTERY ON THY **OWN**, SPIDER-MAN. I HAVE **OTHER** MATTERS TO CONCERN ME--

--MATTERS AS GRAVE AS **THIS**, PERHAPS **MORE**.*

*SEE THE CURRENT ISSUES OF **THOR**, TRUE BELIEVER. --ROY.

I UNDERSTAND, HERC. I'M JUST SORRY WE WEREN'T ABLE TO CATCH THAT **SUBMARINE**--

--AND FIND OUT WHO WAS **ABOARD**.

STILL WE CAN'T **COMPLAIN**, CAN WE? HEY--**LOOK**! IT'S THE **MAYOR**!

I **THOUGHT** SO--ONLY ONE OF YOU **SUPER-HERO** TYPES COULD BE RESPON-SIBLE FOR **THIS** DISASTER!

SOMEONE IS GOING TO **PAY** FOR THIS--AND I'VE A FEELING IT'LL BE **YOU**, SPIDER-MAN!

PAY FOR **WHAT**? WE SAVED THE **DAY**, MR. MAYOR-- WE'VE PUT MANHATTAN BACK WHERE IT **BELONGS**.

CERTAINLY YOU DID-- THERE'S JUST ONE SMALL **PROBLEM**, YOU COSTUMED **VIGILANTE**--

DON'T YOU REALIZE WHEN YOU PULLED OUR SHINING CITY FROM ITS FOUNDATIONS WHAT YOU DID TO OUR STERLING BRIDGES? OUR METICULOUS TUNNELS?

DON'T **WORRY**, MR. MAYOR-- IF YOU CATCH **REED RICHARDS** IN A GOOD MOOD HE'LL HAVE YOUR **TINKERTOYS** FIXED BY MORNING.

BOY, SOME GUYS ARE JUST NEVER **SATISFIED**, ARE THEY HERC?

THOU DOTH **FORGET** THYSELF, MORTAL. "TO ERR IS **HUMAN**--

"TO **FORGIVE**-- IS **DIVINE**."

SPECIAL NOTE FROM YE EDITOR! SO THAT'S EXACTLY THE WAY THAT MERRY GERRY TOLD IT TO **US**, FRIEND! AND, QUITE FRANKLY, WE'RE NOT SURE IF **WE** BELIEVE IT, EITHER! WHY THE DAMAGE TO THE **TRIBORO BRIDGE** AND **LINCOLN TUNNEL** ALONE WOULD HAVE-- WELL, ANYWAY--**NEXT** ISSUE, DON'T MISS "**THE COMING OF INFINITUS!**" CO-STARRING...

THE HUMAN TORCH and IRON MAN!

GIANT-SIZE SPIDER-MAN

3 | JAN 02921

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AND

DOC SAVAGE™

NEW!

THE SUPERHERO OF THE '70'S! THE MAN OF BRONZE FROM THE '30'S! YET CAN EVEN THEY DEFEAT THE

MENACE FROM BEYOND TIME?

Stan Lee PRESENTS: SPIDEY AND DOC SAVAGE TOGETHER?! TM

THE YESTERDAY CONNECTION!

PART 1

MONDAY, OCTOBER 7, 1974: 3:54 AM. THE DAWN'S ONLY A FEW HOURS AWAY, BUT FOR OUR WEB-SHOOTING SPIDER-MAN, THIS PARTICULAR DAY HAS ALREADY BEGUN--

HEY, AM I IMAGINING THINGS BECAUSE I'M SO *TIRED*--

OR IS THAT A LIGHT FLICKERING IN *MORSE CODE* OVER AT THAT *DEMOLITION SITE?*

EL ROPOCHO!

WHATEVER IT IS, IT'S GOT ME *CURIOUS*--

AND WITH *ME*-- CURIOUS ALWAYS MEANS *TROUBLE!*

GERRY CONWAY...AUTHOR
ROSS ANDRU.....ARTIST
MIKE ESPOSITO....INKER
RAY HOLLOWAY..LETTERER
GEORGE R..... COLORIST
ROY THOMAS.....EDITOR

IT'S ***MORSE CODE,*** ALL RIGHT--

AND IT ***SAYS,*** IF I'M READING THIS CORRECTLY--

SPIDER-MAN, COME ***QUICKLY--***

--DESINNA NEEDS YOUR ***HELP!***

WELL, THERE'S JUST ***NO WAY*** I'M PASSING UP A COME-ON LIKE ***THAT!***

IF I ***AM*** DREAMING THIS, I'VE GOT ONE REALLY ***TERRIFIC*** IMAGINATION--

--AND I JUST CAN'T ***WAIT*** TO SEE WHAT I'VE DREAMED UP FOR THIS ***DESINNA*** CHARACTER--

-- WHOEVER OR ***WHATEVER*** A ***DESINNA*** IS!

IT'S SUPPOSED TO BE A ***LANDMARK--*** ONE OF THE LAST REMAINING OFFICE BUILDINGS OF ITS KIND IN THIS ***AREA!***

LOOKS LIKE JUST ANOTHER ***BUILDING*** TO ME--

SAY, SOMETHING'S COMING ***BACK*** TO ME! I THINK I ***READ*** ABOUT THIS BUILDING THEY'RE TEARING DOWN-- SOME ***ARTICLE*** PRINTED IN ***"THE VILLAGE VOICE"!***

BUT THEN, I'M NOT WHAT YOU'D CALL A ***CONNOISSEUR*** OF AMERICAN ARCHITECTURE!

NOW ISN'T *THIS* INTERESTING?

A MOMENT AGO, THERE WAS A BRIGHT BLUE *LIGHT* FLASHING ON AND OFF FROM RIGHT AROUND HERE--

--AND NOW IT'S AS DEAD AS A WEEKNIGHT IN *PEORIA!*

"CURIOUSER AND CURIOUSER"--AS A GIRL NAMED *ALICE* SAID UNDER *SIMILAR* CIRCUMSTANCES!

IF I WASN'T SO SURE I *SAW* THAT BLINKING LIGHT, I'D BEGIN TO THINK I'D BEEN *HALLUCINATING!*

UH-OH--THERE GOES MY *SPIDER-SENSE!*

SOMEONE'S *HERE,* ALL RIGHT --BUT *WHERE--?*

WHAK!

ASK A STUPID *QUESTION--*

GET A STUPID ANSWER!

WITH AN AGILITY MORE LIKE THAT OF HIS **NAMESAKE** THAN OF A MAN--

OUR YOUNG HERO **SPINS** IN MID-AIR--

CATCHES HIMSELF--

--AND **LANDS**, BODY TENSING FOR A FIGHT--UNTIL--

HEY--

YOU'RE A ***WOMAN!*** I MEAN--YOU'RE NOT A ***MAN***-- I MEAN--

LISTEN, WHAT'S THIS ALL ***ABOUT,*** ANYWAY?

SAKU CHORDA TA NARRA

I'D RATHER YOU POINTED THAT ***GADGET*** SOMEWHERE ***ELSE!***

THE SAME TO ***YOU,*** LADY! AND IF YOU DON'T ***MIND***--

SAKU

CHORDA NA TA ***RINDA***

SPEEE

SPEEEEEEE

A ***FORCE FIELD!***

THAT'S A NEAT ***TRICK,*** BRIGHT EYES--

FWIP!

--BUT I'M PRETTY GOOD WITH TRICKS *MYSELF!* THERE'S GOT TO BE AN OPENING IN THAT FIELD *SOMEWHERE--*

FTTT

HASN'T THERE?

I GUESS *NOT!*

OKAY, I *ADMIT* IT-- I'M HOOKED! I DON'T KNOW WHY YOU HIT ME-- BUT I'M WILLING TO LISTEN TO YOUR *REASONS!*

IF YOU SPEAK *ENGLISH!*

UNFORTUNATELY, *I* DO NOT--BUT MY *TRANSUBSTANTIATOR DOES!*

FORGIVE ME FOR MY RUDE *INTRODUCTION!* I AM *DESINNA--* AND I NEED YOUR *AID!*

SO YOU'RE DESINNA, HUH? SOMEHOW I *FIGURED* THAT!

WHAT'S THE *BIT,* DESINNA? BEFORE I CAUGHT YOUR LIGHT-FLASH, I WAS ON MY WAY HOME TO *BED--*

THIS BETTER BE *WORTH* A NIGHT'S *SLEEP!*

IT *IS,* I ASSURE YOU!

WHAT DO YOU *KNOW* OF THIS STRUCTURE, SPIDER-MAN?

A *LOT* MORE THAN I KNOW ABOUT *YOU,* LADY!

IT WAS BUILT IN THE *THIRTIES--* ONE OF THE MOST MODERN BUILDINGS OF ITS *TIME--* A LOT OF *ART DECO,* ET CETERA!

WHY?

HAVE PATIENCE! I WILL *SHOW* YOU--

AT ONCE, A GLOWING BLUE ***NIMBUS*** *LIGHTS UP THE DUSTY CORNERSTONE OF THE CONDEMNED BUILDING-- AND BEFORE OUR HERO'S STARTLED* ***GAZE--***

1934

--TIME SEEMS TO ***UNRAVEL--***

1934

--AND HE FINDS HIMSELF STARING AT A SCENE OUT OF THE ***PAST!***

PART 2

DOC SAVAGE IN THE SECRET OUT OF TIME!

1934

WHAT IS IT, JOHNNY?

I'LL BE SUPERAMALGAMATED, RENNY!

THAT MAN IN THE PIN-STRIPPED SUIT-- HIS BEHAVIOR SEEMS SOMEWHAT SUSPICIOUS!

WE'D BE WELL-ADVISED TO INFORM DOC POST HASTE!

NO SOONER HAS THE MAN CALLED COLONEL JOHN RENWICK CAUGHT THE **ATTENTION** OF THE TALL BRONZE MAN BESIDE HIM--

--THAN THE ALREADY-MENTIONED MAN IN THE PIN-STRIPPED SUIT REACHES FOR A **GUN**--

AND DOC SAVAGE **ACTS!**

HURRY, DOC! YOU MAY NOT HAVE **MUCH TIME!**

DOC SAVAGE DOESN'T ANSWER. HIS FACE IS SET IN A GRIM, BRONZE **MASK**--HIS YELLOW-FLECKED EYES ARE **RIVETED** ON THE GUNMAN BELOW HIM, WHO IS ALREADY DRAWING A BEAD ON THE MAN **DEDICATING** THIS NEW BUILDING--

--THE NEWLY-ELECTED **MAYOR OF NEW YORK,** FIORELLO LA GUARDIA--

--WHOSE TERM MAY EXPIRE **PREMATURELY**--

--IF THE BRONZE MAN'S DESPERATE GAMBLE DOESN'T **PAY OFF!**

POW!

SMAK!

YEEOW!

BUNT!

MY APOLOGIES, MR. MAYOR!

APPARENTLY THIS MAN WAS TRYING TO SHOOT YOU!

I HAD NO CHOICE BUT TO ACT AS I DID!

THAT'S QUITE ALL RIGHT--AH-- "DOC!" THANKS FOR YOUR HELP!

ISN'T THAT RIGHT, COMMISSIONER?

IT SEEMS I'M SAFER WITH YOU AROUND THAN I AM WITH MY COMMISSIONER OF POLICE!

I-- ER-- THAT IS-- AH--

NEVER MIND, COMMISSIONER! WE'LL TALK ABOUT IT WHEN WE GET TO CITY HALL!

I BELIEVE THERE ARE GOING TO BE SOME CHANGES MADE AROUND HERE!

YES, INDEED!

SOUNDS LIKE WE STARTED SOMETHING, DOC!

THAT SEEMS OBVIOUS, RENNY! BUT THE QUESTION IS--

DID WE STOP WHAT WE WERE MEANT TO STOP?

SAY, WAIT YOU GUYS--

DOC-1

--YOU'RE FORGETTING ME!

BEGORRA, MIKE-- WILL YOU LOOK AT THAT LADDIE? HE'S BREAKING EVERY SPEED REGULATION IN THE BOOK!

CALM YOURSELF, O'HOOLIHAN! YOU'RE STILL NEW TO THIS TOWN!

THAT THERE'S DOC SAVAGE--

BAROOM!

--AND A BETTER FRIEND THAN HIM, A POLICEMAN WILL NEVER HAVE!

DINNY'S

REX

PD

DOC, ARE YOU INSINUATING THAT OUR MISSION TO THAT CONSTRUCTION SITE WAS NOT DULY ***ACCOMPLISHED?***

THAT'S ***EXACTLY*** WHAT I'M SAYING, JOHNNY!

IMPORTANT THOUGH AN ASSASSINATION ATTEMPT MAY ***BE***-- I FIND IT HARD TO BELIEVE WE WERE SUMMONED FOR THAT REASON ***ALONE!***

THE ***CIRCUMSTANCES*** SURROUNDING THAT SUMMONS ARE TOO ***PECULIAR!***

DOC-1

SO YOU THINK THAT MESSAGE WE RECIEVED LAST NIGHT WAS A ***HOAX,*** EH, DOC?

NOT ***QUITE,*** LONG TOM--

--BUT I ***DO*** BELIEVE IT'LL BEAR FURTHER ***THOUGHT!***

WITH A ROAR OF MIGHTY ENGINES THE BRONZE MAN'S POWERFUL TOURING CAR DESCENDS INTO THE DEPTHS OF THE BASEMENT GARAGE OF A CERTAIN MID-TOWN ***OFFICE BUILDING--***

--WHERE DOC SAVAGE AND HIS FIVE COMPANIONS ***DISEMBARK,*** *TO ENTER A PRIVATE HIGH-SPEED* ***ELEVATOR--***

--WHICH CARRIES THEM QUICKLY ***UPWARD*** *TO DOC'S EIGHTY-SIXTH FLOOR* ***HEADQUARTERS!***

THERE, A SHORT WHILE LATER--

IF YOU ASK ME, FELLAS, I THINK WE'RE ABOUT DUE FOR A VACATION!

WHO CARES ABOUT THAT CRAZY MESSAGE, ANYWAY?

MONK, I'M SURPRISED AT YOU! THAT MESSAGE WAS A PLEA FOR HELP!

WE'RE SWORN TO HELP ANYONE IN NEED--YOU KNOW THAT!

MONK'S JUST KIDDING, RENNY!

QUITE TRUE! HE'S AS ALTRUISTIC AS THE REST OF US, MY FRIEND--

"--THOUGH I DOUBT ANYONE CAN BE MORE ALTRUISTIC THAN DOC!"

AT THAT VERY MOMENT, THE BRONZE-SKINNED LEADER OF THE GROUP IS FINDING HIS ALTRUISM--AND HIS PATIENCE --RATHER STRAINED--

--AS HE PUTS A SHEET OF GLISTENING PAPER THROUGH ONE TEST AFTER ANOTHER--

--AND EACH ONE COMES UP--

NEGATIVE!

HI, DOC! ANY LUCK FIGURING OUT WHAT THAT MESSAGE WAS WRITTEN ON?

AS I RECALL IT WAS A STRANGE KIND OF PAPER--WASN'T IT--?

VERY STRANGE, RENNY! IN FACT--IT'S UNLIKE ANY PAPER I'VE EVER SEEN!

WHAT DOES THAT MEAN, DOC?

IT MEANS THIS, HAM--WHOEVER WROTE THIS MESSAGE, AND LEFT IT FOR US TO FIND LAST NIGHT--IS NOT OF THIS WORLD!

WHICH IS WHY I SUSPECT THAT THE ATTEMPTED ASSASSINATION IS NOT WHAT WE WERE WARNED ABOUT--

--AND THAT WHEN THE MESSAGE SAID TO INVESTIGATE THE CONSTRUCTION SITE IT WASN'T REFERRING TO *TODAY*--

BUT RATHER, *TONIGHT!*

DOC SAVAGE, HUH? I READ ABOUT THAT GUY. HE WAS ONE OF THE ORIGINAL ***CRIME-FIGHTERS,*** BACK IN THE ***THIRTIES.***

WHAT'S ***HE*** GOT TO DO WITH ***ME,*** DESINNA?

NEAR AS I FIGURE IT, ALL OF THAT HAPPENED EXACTLY ***FORTY YEARS AGO.***

PRECISELY. BUT WHAT HAPPENED ***THEN*** WILL EFFECT YOUR WORLD ***NOW,*** UNLESS WE ACT-- AND ACT ***QUIC--***

;EEEEEEEE!;

PART 3

SPIDEY IN TOMORROW IS TOO LATE!

THE GROUND-- EVERYTHING'S SHAKING!

WHAT'S GOING ON?

KKRAK!

UH-OH!

BETTER WATCH THAT *FALLING MASONRY,* DESINNA.

IT'S COMING YOUR--

SHE CAN'T *UNDERSTAND* ME--THAT TRANSLATOR GIZMO ON HER WRIST MUST HAVE BEEN KNOCKED OUT BY THE *EARTHQUAKE.*

MOVE, SPIDEY! *MOVE!*

GOTCHA!

SMASH!

WHEW! IF THAT HUNK OF STONE HAD *CONNECTED,* YOU'D BE A BLOT ON MY *CONSCIENCE* NOW, DESINNA.

BUT WHAT GETS *ME* IS--HOWCUM THE *EARTHQUAKE?*

NEW YORK'S ON *BEDROCK.* THE LAST TIME THIS ISLAND HAD A SHAKING WAS WHEN HERCULES AND I HAD A RUN-IN WITH THOSE *CITY STEALERS** LAST--

FAINTED.

GUESS I DON'T *BLAME* HER.

I'M FEELING PRETTY PALE *MYSELF.*

STILL, THIS DOES *COMPLI-CATE* MATTERS. I'LL HAVE TO WAIT UNTIL SHE *WAKES UP* BEFORE I CAN FIND OUT WHAT--

SCRATCH THAT--

*IN *MARVEL TEAM-UP* #28, OF COURSE--ROY.

I'VE GOT A FEELING I'M GOING TO FIND OUT RIGHT NOW!

AARRRR

IT'S A PHANTOM OF SOME KIND-- MATERIALIZING OUT OF THE WALL OF THE CONDEMNED BUILDING!

CORRECTION: IT MAY BE TRANSPARENT--

--BUT JUDGING BY THAT FOOTPRINT IT'S LEAVING--

THAT GHOST'S NO MIRAGE!

FFFT

HANG TIGHT, DESINNA! IT'S WEB-SLINGING TIME!

AARR

I ALWAYS *DID* ADMIRE A MAN WITH A LARGE *VOCABULARY.*

BUT REALLY, DON'T YOU THINK YOU'RE *OVERDOING* IT, HANDSOME?

AFTER ALL, IF YOU KEEP SLINGING THOSE *POLYSYLLABLES* THIS WAY SOMEBODY'S LIKELY TO GET *HURT!* KNOW WHAT I--

:URRRKK!:

ARRR

SAY, YOU JUST DON'T *WANT* TO BE AMIABLE, *DO* YOU?

THERE'S A CURE FOR *THAT,* SWEETHEART--

FWUT!

THIS!

AARRRRRRRRR

COME *ON*-- IT WASN'T *THAT* BAD!

IF YOU WANT A TASTE OF SOMETHING *REALLY* HUMILIATING--

--TRY MY *DOUBLE-WEB SPECIAL!*

FFT!

FFUT!

IT'LL PUT YOU IN *STITCHES!*

NO GOOD. WHOEVER--OR WHATEVER-- THIS JOKER IS, HE'S STRONG.

I'VE GOT TO BUY SOME TIME, GET A CHANCE TO FIGURE THINGS OUT--

RIPP!

--AND THAT MEANS GIVING THIS FIGHT ALL I'VE GOT--

NO MATTER WHAT THE COST!

SPOW!

HE'S MOVING SO FAST--

FRAK!

I CAN'T AVOID HIS--

-UNNNNH!-

THROD

THUD

TWO CLOSE CALLS IN A ROW--

I'M BEGINNING TO FEEL LIKE GULLIVER IN BROBDINGNAG!

HEY! THAT WRECKING BALL--!

ARRR

WITH ANY LUCK--

AARR

THAT COULD BE JUST THE THING I NEED!

THAK!

SWOOSH!

WAM!

SAKU TA CHORDA NU TAA BUKKA NU SAKU

YEEEOUP!

HE CAN *TALK!* BUT WHAT'S HE *SAYING?* IT SOUNDS LIKE *DESINNA'S* LANGUAGE--BUT IT'S *ECHOING* AND FULL OF *STATIC*--

--LIKE A BAD *RADIO* TRANSMISSION!

THERE'S SOMETHING *SCREWY* GOING ON HERE! THAT GIANT ISN'T *PHYSICAL*--HE'S MORE LIKE A MASSIVE *ELECTRICAL FORCE-FIELD* IN SEMI-HUMAN FORM--

AND THAT'S JUST GIVEN ME AN *IDEA!*

WHOMP!

IF I CAN *DISRUPT* THAT ELECTRICAL FIELD SOMEHOW-- I MIGHT GET OUT OF THIS MESS *ALIVE!*

SAKU TA BUKKA NU SAKU TAA DURDA NEE DESINNA

THE SAME TO YOU, FELLA!

HE'S QUIETED DOWN FOR A MOMENT. I GOT TO ACT NOW, BUT HOW--?

THAT JACKHAMMER!

IT'S OPERATED ELECTRICALLY!

BRUDABRUDA

GOT TO SWITCH IT ON--

AND THROW!

SAKU TA DURDA NEE DESINNA

NEE CHORDA TA BUKKA KAAAAA

SPAAAAA

-ZACK!

FAR OUT.

SPIDER-MAN--ARE YOU **HURT?** DID TARROS **INJURE** YOU?

THE ONLY THING SMARTING IS MY **PRIDE,** LADY.

I THINK YOU'VE BEEN **HOLDING OUT** ON ME.

"HOLDING OUT"? I DON'T **UNDERSTAND.**

TO BE HONEST, NEITHER DO **I**

BUT I'M **GOING** TO UNDERSTAND--

--BECAUSE YOU'RE GOING TO **EXPLAIN** TO ME, ONCE AND FOR ALL.

NUMBER **ONE:** JUST WHERE ON EARTH DO YOU **COME** FROM ANYWAY?

AND NUMBER **TWO:**

I **WILL** EXPLAIN. I BEG YOU, BE **PATIENT.**

HOW CAN SOMETHING THAT HAPPENED **FORTY YEARS AGO** AFFECT MY WORLD **TODAY?**

I MEAN, I'M AS BIG A BUG ABOUT **HISTORY** AS THE NEXT GUY, BUT FRANKLY--

I SENT THAT MESSAGE--

REMEMBER, PLEASE, THE LAST IMAGE I **SHOWED** YOU. CLARK SAVAGE, JUNIOR, THE MAN KNOWN AS **DOC SAVAGE**-- HAD RECEIVED A MESSAGE TO COME TO THIS **BUILDING SITE.**

I WAS THERE-- FORTY YEARS AGO--

PART 4

DOC SAVAGE IN "OTHER PEOPLE OTHER TIMES!"

Budweiser

CONST. OFFICE

BE CAREFUL, BROTHERS. THERE MAY BE DANGER HERE--

IF ANY ONE OF YOU SEES SOMETHING, CALL OUT IMMEDIATELY.

REMEMBER: WE DON'T KNOW WHAT WE'RE LOOKING FOR. IT COULD BE--ANYTHING.

THE TALL BRONZE MAN WALKS SOFTLY THROUGH THE SHADOWS, HIS GOLD-FLECKED EYES TURNING RIGHT AND LEFT AS HE SEARCHES FOR SOME HIDDEN CLUE.

ALONE, WITH NO NORMAL-SIZE MAN TO COMPARE HIM TO, HE SEEMS OF AVERAGE HEIGHT AND WEIGHT-- BUT SUCH ESTIMATES ARE DECEPTIVE.

HIS POWERFUL ROPEY MUSCLES ARE SO PERFECTLY IN PORPORTION, HE LOOKS LIKE ANY OTHER MAN-- WHEN HE IS, IN FACT, A GIANT AMONG MEN.

AND WHEN HE SEES THE STRANGE BLUE LIGHT AMONG THE NEWLY-ERECTED GIRDERS, HE REACTS LIKE NO OTHER MAN ALIVE--

FOR INSTEAD OF A CRY OF AMAZEMENT--

1934

HE GIVES A SOFT TRILLING SOUND-- THE SIGNAL THAT DOC SAVAGE IS SURPRISED--AND THOUGHTFUL.

THE TRILLING SOUND GROWS **LOUDER**, AND VIBRATES LIKE A **LIVING THING**, AS THE NIMBUS BEGINS TO **VANISH**--

--AND AN UNEARTHLY **WOMAN** APPEARS IN ITS **STEAD.**

EYES NARROWING, A FROWN CREASING HIS BROW, DOC SAVAGE **WATCHES** THE WOMAN APPROACHING HIM--

--AND HIS EVERY MUSCLE AND NERVE IS AS **TENSE** AS THOSE OF A STALKING **TIGER!**

YOU'RE THE ONE WHO **SENT** FOR US?

I AM. MY NAME IS **DESINNA**, CLARK SAVAGE-- AND I NEED YOUR **HELP.**

WELL, **HECK**, DOC-- SHE'S GOT **MY** HELP. A BEAUTIFUL DAME-- I MEAN, **LADY** LIKE HER--

JUST BE CERTAIN YOU DON'T **FRIGHTEN** HER TO DEATH, YOU NEANDER-THALIC **APE.**

CAN'T YOU SEE SHE PREFERS A **REFINED** MAN-- A **HARVARD** MAN--?

LISTEN, YOU BLASTED **SHYSTER**--

ENOUGH BANTER.

IF YOU **ARE** RESPONSIBLE FOR THIS MORNING'S MESSAGE, PERHAPS YOU'LL EXPLAIN JUST **WHY** YOU WANT OUR AID--

--**WHO** YOU ARE--

AND **WHERE** YOU COME FROM!

MY NAME, AS I'VE TOLD YOU, IS DESINNA. I COME FROM A WORLD WHICH EXISTS **PARALLEL** TO YOUR OWN, BUT IN ANOTHER **DIMENSION.**

BUT, WHEREAS **YOUR** WORLD EXISTS IN **SPACE**-- AND ENDURES IN **TIME**--

--MY WORLD EXISTS IN **TIME**-- AND ENDURES IN **SPACE.**

"I SEE YOUR COMPANIONS **STILL** DO NOT UNDERSTAND, CLARK SAVAGE. VERY WELL-- IMAGINE **THIS:**

"IN **ONE** DIMENSION-- THE DIMENSION OF **SPACE**-- EXISTS YOUR **EARTH.**

"YET, IN A **SECOND** DIMENSION, PARALLEL TO YOUR OWN, THERE CO-EXISTS WITH YOUR WORLD-- **ANOTHER** WORLD--

"MY WORLD, **SAKU**--

"--A WORLD IN WHICH ALL TIME IS THE **SAME,** FROM MOMENT TO MOMENT--

"AND ONLY **SPACE** CHANGES.

"**STILL** PUZZLED? PERHAPS THE CONCEPT IS TOO **EXTRAORDINARY** FOR YOUR EARTH-BOUND MINDS.

"NO MATTER.

"SUFFICE TO SAY THAT OUR WORLDS EXISTS **PARALLEL** TO EACH OTHER-- YOUR EARTH AND MY **SAKU.**

"SOME 'WHILE' AGO, TO USE YOUR EARTH-TERMINOLOGY, I WAS SUMMONED TO THE LABORATORY OF MY **ASSISTANT**--

"--A SCIENTIST NAMED **TARROS,** HAD BEEN **ASSIGNED** TO WORK WITH ME ON A PROJECT EXPLORING **SUB-SPACE.**

"HIS MESSAGE SAID MY PRESENCE WAS URGENTLY **REQUIRED**--

"--AND SO I LEFT AT **ONCE** FOR A JOURNEY ACROSS THE SURFACE OF OUR EXISTENCE-PLANE (THE EQUIVALENT IN OUR DIMENSION TO YOUR SPHERICAL **PLANET**), TO TARROS' LAB --

"--LOCATED SOME SEVERAL THOUSAND **KLARN** FROM OUR CENTRAL URBAN COMPLEX, **SAKU-MAR.**

"THOUGH I'D WORKED WITH TARROS FOR SOME **TIME**--

"--AND ONE WHICH MADE ME **WARY** OF TARROS' **ENTHUSIASMS.**

TARROS! WHAT **NEWS,** COMPARIOT?

AH, **DESINNA!** THE MOST **MARVELOUS** THING HAS HAPPENED--A BREAK-THROUGH, A COSMIC **TWISTING** OF THE SPACE-TIME **BARRIERS!**

YOU MUST **SEE,** DESINNA-- YOU MUST--

--SEE--

"--I DIDN'T **TRUST** HIM. HE WAS A **TEMPERMENTAL** MAN, GIVEN TO EXPLOSIONS OF ACTIVITY--A **DANGEROUS** TRAIT IN A SCIENTIST--

*SAKARIAN FOR **MILE,** NO DOUBT--ROY.

CRAC

"HIS FOOT **SLIPPED**--

"AND HE **FELL**--

"--DIRECTLY INTO OUR **PROTOTYPE SPACE-TIME DEVICE!**

"POWER SURGED THROUGH THE DEVICE FOR ONLY THE **BRIEFEST** OF **SECONDS** BEFORE I REACHED THE **SHUT-DOWN** CONTROL--

"BUT BY **THEN**-- SOMETHING HAD **HAPPENED!**

"A NEBULOUS **FORM** APPEARED IN THE CRACKLING ELECTRICITY-- **FLARED** MOMENTARILY--

"--AND THEN--

"--WAS **GONE.**

"TARROS LINGERED ONLY LONG ENOUGH TO WHISPER HIS **FEARS**--

THE **DEVICE**-- IT PROJECTS OUR **ELECTRICAL AURA**--TRANSFORMS IT-- **TRANSMITS** IT--!

IN THE NAME OF **MERCY** DESINNA-- **STOP THE TRANSMISSION**--

--BEFORE--

"THE WORD BARELY PASSED HIS LIPS--AND HE WAS **DEAD.**

"DAYS PASSED--IN A MANNER OF **SPEAKING**-- --AND I WONDERED ABOUT TARROS' LAST WORDS.

"IF WHAT HE'D IMPLIED WAS **TRUE**--

"--THEN IT WAS POSSIBLE BOTH **HIS SOUL**-- AND SOME OTHER, HAPLESS **DIMENSION,** WERE IN TERRIBLE **DANGER.**

I **RETURNED** TO TARROS' LAB--

"--AND THERE **STUDIED** THE SPACE-TIME DEVICE HE'D CONSTRUCTED **ON HIS** OWN.

"--GRADUALLY, IT BECAME **CLEAR** TO ME WHAT HAD HAPPENED TO TARROS--

"--AND I UNDERSTOOD WHAT IT WAS--I MUST **DO.**

"BECAUSE I WOULD BE TRAVELING TO A WORLD WHERE OUR LANGUAGE WOULD BE **UNKNOWN**, I REQUIRED A **TRANSUBSTANTIATOR**. WITH IT, MY WORDS WOULD BE TRANSLATED--

"--AS WOULD WORDS SPOKEN TO **ME**.

"THE TRANSUBSTANTIATOR HAS **OTHER** USES, OF COURSE: IT CAN PROJECT A PROTECTIVE **FORCE-FIELD**--

"IT CAN **TRACK** AN ELECTRICAL AURA SUCH AS TARROS'--

"--AND IT CAN PENETRATE THE DIMENSIONS OF TIME AND **SPACE**--

"--IN A MANNER SIMILIAR TO **ELECTRO-MAGNETIC WAVES** PASSING THROUGH YOUR ATMOSPHERE

"--TAKING ME FROM **MY** WORLD--TO **YOURS**--

"--IN A MATTER OF MERE **SECONDS**.

"BECAUSE OUR WORLD IS **TIMELESS**, I COULD ARRIVE IN **YOUR** WORLD AT ANY TIME-POINT I DESIRED.

"FOR **OBVIOUS** REASONS, I CHOSE TO ARRIVE SIMULTANEOUSLY WITH TARROS' **AURA**--

HE'D BECOME A **MONSTER**. THE POWER SURGE HAD **TRANSFORMED** HIS AURA--MAKING IT **EVIL**, TWISTED, **INSANE**!

WHEN I REALIZED IT WOULD BE IMPOSSIBLE FOR ME TO HANDLE TARROS **ALONE**--I MOVED **BACK** IN YOUR TIME--

--TO ENLIST YOUR AID **BEFORE** TARROS **APPEARED**!

"--WHICH IS WHEN I DISCOVERED--HOW HE'D BEEN **CHANGED**!"

THE GIRL STOPS SPEAKING, AND FOR A MOMENT THE BRONZE MAN **FROWNS**, HIS GOLD-FLECKED EYES NARROWED WITH **THOUGHT**--

YOU SAY--YOU'VE COME BACK IN **TIME?**

THEN, THIS **MONSTER** HASN'T APPEARED IN OUR WORLD YET?

I SEE YOU **UNDERSTAND.**

TARROS WILL ARRIVE **ANY SECOND.** HE MUST BE CONTAINED **AT ONCE,** BEFORE--

DESINNA NU CHORDA **NU CHORDA**

DU DESINNA **NU CHORDA SAKU**

EEEEE

DESINNA **MOVES** --BUT BEFORE SHE CAN **DODGE** THE DESCENDING HAND--

WAIT-- THAT **SOUND**-- **CHOOM** HE'S HERE!

CAREFUL! HE'S GOING TO--

YOU DON'T HAVE TO TELL ME **TWICE,** DOC!

HEY, BUSTER--

BOK!

HE'S CAUGHT HER!

MONK-- THAT PILE OF BRICKS **BEHIND** YOU--!

WHY DON'T YOU PICK ON SOMEONE YOUR OWN SIZE?

WHAM!

SAKU TA DURDA NEE DESINNA

RENNY-- LONG TOM-- JOHNNY-- COME HERE.

WE MUST MOVE QUICKLY.

IN A VOICE THAT BETRAYS NO **TENSION** OR **FEAR**, THE MAN KNOWN TO THE WORLD AS **DOC SAVAGE** GIVES HIS AIDES A SERIES OF **ORDERS**. THEY LISTEN AND **NOD**.

SOMEHOW, WE HAVE TO **STALL** THIS MONSTER.

RENNY, YOU AND HAM STAY WITH **ME**.

SO--ACT, BROTHERS..

NOW!

WHIT-T-T!

FWOOSH!

PULL, BROTHERS. PULL!

PULL!

AND IT'S A SIGN OF THEIR RESPECT FOR THE BRONZE MAN THAT RENNY AND HAM **DO** PULL--

AAAAAAA

--FOR OBVIOUSLY WHAT THEY'RE DOING IS SUICIDE!

PART 5

AAAAAAA

SPIDEY AND DOC SAVAGE IN...

THE FUTURE IS NOW!

HOLY COW! DO YOU SEE THAT?

HE'S BEATING THEM! HE'S KNOCKING THEM APART!

BUT, MONK'S CRIES--THOUGH HEARD--GO **UNHEEDED** BY DOC'S TWO REMAINING AIDES: MAJOR THOMAS J. ROBERTS AND WILLIAM HARPER LITTLEJOHN--

--OTHERWISE KNOWN AS **JOHNNY**--

--AND **LONG TOM.**

MOVING QUICKLY BUT WITHOUT **HASTE**, THE TWO SCIENTISTS ASSEMBLE A PAIR OF **ROCKET SLEDS**--DEVICES DESIGNED BY DOC, THE NATION'S FOREMOST ROCKET **ENGINEER**--

AND BOARDING THEM, **ROAR** OFF--

BAROOOMM!

IGNORING THE SOUNDS OF VIOLENCE **BEHIND** THEM!

AND THOSE **SOUNDS**--

--ARE PRETTY HARD TO IGNORE!

SMAK!

CRUMP!

WE HAVE TO KEEP THIS CREATURE FROM GETTING **LOOSE** IN THE STREETS, BROTHERS--NO MATTER WHAT THE **COST.**

AND IF WHAT THIS FEMALE TOLD US IS **TRUE**--

I THINK I SEE A **WAY.**

THE SOUNDS HAVE **STOPPED**--MOMENTARILY, AT LEAST.

ROARR

BUT STILL LONG TOM AND JOHNNY **RACE ON.**

DESINNA

GLANGG

NU CHORDA DU DESINNA

HE SEEMS TO BE CALLING YOU, DESINNA--

SPOWI

BUT IF HE'S CHANGED THE WAY YOU SAY, THEN WHY--UNNNH!

WHAK!

ROCKETS GROANING, THE TWO SLEDS REACH THE BASEMENT ENTRANCE TO A CERTAIN TOWERING OFFICE BUILDING.

NEITHER MAN SPEAKS--THEIR THOUGHTS SHOW ALL TOO CLEARLY IN THEIR GRIM EXPRESSIONS--

--FOR THEY BOTH WONDER IF EVEN CLARK SAVAGE, JR. CAN SURVIVE AGAINST THE MONSTER THEY'VE LEFT BEHIND!

BUT--DOC SAVAGE IS SURVIVING--AND EVEN MORE AMAZING, HE'S TAKING THE OFFENSIVE!

MUSCLES RIPPLING UNDER HIS BRONZE SKIN, HE LEVERS A STEEL GIRDER INTO THE AIR--

--AND WITH AN EFFORT THAT WOULD KILL MOST NORMAL MEN--

--HE SWINGS THE GIRDER--

--SLAMMING IT HOME!

SPRANG!

KABOOM!

AT THAT VERY **MOMENT,** ATOP THAT CERTAIN MIDTOWN **OFFICE BUILDING,** THERE'S A SUDDEN, EAR-SHATTERING **EXPLOSION--**

--AND A RADIO-CONTROLLED **ROCKET MISSILE** GOES SLIDING THROUGH THE OVERCAST **NIGHT--**

--CRASH-LANDING **HERE.**

HEY, DOC-- **THEY DID IT!**

CRUMP!

IT'S THAT *STUFF* FROM LONG TOM AND JOHNNY!

BRING IT *HERE*, MONK.

QUICKLY.

SURE, DOC--BUT WHAT'S *IN* IT?

LOOKS LIKE A HOPPED-UP *FIRE-EXTINGUISHER* TO ME--!

"IT'S FAR MORE THAN *THAT*," DOC SAVAGE SAYS, TURNING THE *NOZZLE* OF THE DEVICE ON THE GIANT ABOVE.

"THIS CREATURE--IS *ELECTRICAL* IN NATURE.

"THEREFORE, IF WE CAN *DAMPEN* HIS ELECTRON FLOW--

"--AS *CADMIUM RODS* WOULD THEORETICALLY DAMPEN AN *ATOMIC PILE*--

"--THEN WE CAN *CONTAIN* HIM--

"--SUCH AS--IN THAT *FOUNDATION STONE!*

"THAT IS WHY I ASKED LONG TOM TO SEND ME A SPECIAL *CADMIUM LIQUID*--WHICH WILL *SEAL* THIS MONSTER INSIDE THAT STONE--FOR AS LONG AS THIS BUILDING *STANDS!*"

HEY! IT *WORKED!*

DOC SAVAGE NODS; BUT THERE IS SOMETHING IN HIS *EYES*--

AN EXPRESSION RESEMBLING *PUZZLEMENT*--

--AS IF THIS WERE NOT *REALLY* FINISHED.

I SEE. YOU'RE AFRAID THIS FRIEND OF YOURS, TARROS, WILL *ESCAPE* WHEN THE BUILDING IS *DEMOLISHED* TOMORROW.

EXACTLY. THAT IS WHY I HAVE TRAVELED FORWARD THROUGH THE TIME-STREAM TO YOUR ERA--!

TARROS MUST BE FINISHED-- COMPLETELY.

YOU HAVE NO OTHER CHOICE.

YOU MAY BE RIGHT ABOUT THAT, DESINNA.

I'VE BEEN THINKING ABOUT SOME OF THE THINGS TARROS SAID --AND THOUGH I DON'T UNDERSTAND YOUR LANGUAGE--

--I DO UNDERSTAND A TONE OF ANGUISH WHEN I HEAR IT!

THAT'S WHY IM GOING TO DO--THIS!

BRAKA-

BRAKA-BRAKOOM!

KRII KRII NU TAKK

NU CHORDA DU SAKU NEE DURDA TA DESINNA

YOU FOOL!

WHAT HAVE YOU DONE?

I THINK I'VE RIGHTED AN ANCIENT WRONG, LADY.

DU DESINNA

DU DESINNA NEE CHORDA SAKU TARROS

AND IF I DID TRICK YOU, TARROS?

YOU DESERVED IT--YOU--YOU TRAITOR!

NU CHORDA DU DESINNA

NEE SAKU TARROS

UN DU TARROS NEE CHORDA DU

CAN YOU BEAT THAT? HE'S THANKING ME. NOT BAD FOR A RAMPAGING MONSTER.

HOW? HOW DID YOU KNOW? HOW COULD YOU SEE THROUGH THE LIE-- AND NOT THE MAN CALLED CLARK SAVAGE?

I'D LIKE TO SAY IT'S BECAUSE I'M A GENIUS.

BUT ACTUALLY-- IT WAS A HUNCH.

YOU SEE, SAVAGE AND I COME FROM DIFFERENT ERAS-- DIFFERENT BACKGROUNDS.

IN HIS DAY, WOMEN WERE SUPPOSED TO BE DEMURE LITTLE THINGS--

BUT NOWADAYS--

WE DON'T TAKE ANY-THING FOR GRANTED.

BESIDES, I TOOK A COURSE IN COMPAR-ATIVE LANGUAGES --AND I COULD ALMOST MAKE OUT WHAT TAR-ROS WAS SAYING--

--AND HE SOUNDED MAD AT YOU-- ONLY YOU.

BEAST! I'LL--I'LL--

NO! IT'S TARROS-- DRAWING ME HOME!

HELP ME, SPIDER-MAN! I'LL GIVE YOU ANYTHING--

BUT HELP ME!!

NOPE. YOU'LL HAVE TO FACE THE MEDICINE, PRETTY LADY--

--AND I FIGURE YOU'VE GOT A LARGE DOSE COMING.

YOU MUST HAVE TRICKED TARROS SOMEHOW-- SENT HIM HERE YOUR-SELF--

--FOR WHATEVER REASON.

NOW-- IT'S UP TO HIM.

TURNING, SPIDER-MAN IS ABOUT TO LEAP UPWARD--WHEN HE SEEMS TO CATCH A GLIMPSE OF FIVE FAMILIAR FIGURES OUT OF THE CORNER OF HIS EYE--

--SMILING THEIR APPROVAL ACROSS FOUR DECADES!

I'M GLAD I SET THAT OLD SCORE RIGHT FOR YOU, FELLAS.

YOU COULDN'T HAVE KNOWN, AFTER ALL--

LIKE ALL OF US--DESINNA, TARROS, ME, AND EVERYONE ELSE--

YOU'RE JUST A PRODUCT-- OF YOUR TIMES!

FIN!

MARVEL TEAM-UP

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MARVEL TEAM-UP™

FEATURING

THE HUMAN TORCH™ AND IRON MAN®

THIS IS INFINITUS --THE REINCARNATED MAN!

HE LIVES FOREVER!

THIS IS IRON MAN! IF HE DIES-- HE STAYS DEAD!

Stan Lee PRESENTS: THE HUMAN TORCH and IRON MAN... TOGETHER!! ™

GERRY CONWAY / AUTHOR | JIM MOONEY / ARTIST | VINCE COLLETTA / INKER | JOHN COSTANZA, letterer / JANICE COHEN, Colorist | ROY THOMAS / EDITOR

DETROIT, MICHIGAN: NOT NECESSARILY A NAME TO CONJURE WITH, BUT STILL IMPRESSIVE.

SITTING ON THE BANKS OF THE DETROIT RIVER, IT CONNECTS WITH LAKE ST. CLAIR AND LAKE ERIE-- FORMING A LINK IN THE ST. LAWRENCE SEAWAY, MAKING IT ONE OF THE MAIN GATES TO CANADA IN NORTH-MIDWEST AMERICA...

BUT THAT'S NOT WHY DETROIT IS KNOWN, OF COURSE. IN FACT, MOST PEOPLE AREN'T REALLY SURE EXACTLY WHERE DETROIT IS LOCATED...

...THOUGH THEY DO KNOW ONE THING:

"DETROIT IS WHERE THEY MAKE THE CARS."

AND AMONG OTHER THINGS-- JOHNNY STORM, ALIAS THE HUMAN TORCH, IS A POSITIVE BUG ABOUT CARS!

(AND IF THAT ISN'T ABOUT THE SNEAKIEST WAY OF EASING YOU INTO AN ACTION-PACKED EXTRAVAGANZA-- WE DON'T KNOW WHAT IS!)

BEWARE THE COMING OF... INFINITUS!

OR

HOW CAN YOU STOP THE REINCARNATED MAN?

BUT, EVEN AN AVID AUTO-PHILE HAS CERTAIN SENSIBILITIES, AND SO...

PHEW! I'VE HEARD OF SMOG-- BUT THIS IS A REGULAR OVER-KILL--

--AND I DO MEAN "KILL"!

I'M BEGINNING TO THINK I SHOULD HAVE STAYED AT THE BAXTER BUILDING.

MAYBE YOU SHOULD HAVE, TORCH... IF YOU'RE THE ONLY MEMBER OF THE FANTASTIC FOUR WHO'S ANSWERING TONY STARK'S MAYDAY!

STARK EXPECTED REED RICHARDS--

STARK

--NOT A HALF-GROWN TEENAGER!

IRON MAN!

HOLD IT JUST ONE SECOND, SHELL-HEAD.

I DON'T THINK I LIKE THAT CRACK ABOUT--

WHAT YOU LIKE ISN'T RELEVANT, STORM.

TONY STARK SENT A MESSAGE TO THE ENTIRE FF-- AN URGENT MESSAGE. HE DIDN'T--

SHOVE IT, TIN MAN!

I DIDN'T COME HERE TO BE INSULTED. BUT IF YOU WANT A FIGHT, I'LL BE GLAD TO--

WHOA, FRIEND. I GUESS WE'RE BOTH HOT-TEMPERED TODAY.

LET'S BURY THE HATCHET --OKAY?

UH-HUH--

FOR NOW, ANYWAY.

STARK

SOON, INSIDE THE AIR-CONDITIONED HALLS OF STARK INDUSTRIES ADMINISTRATION BUILD-ING...

PRIVATE

MR. STARK WILL BE WITH YOU IN A MOMENT, STORM--

--I JUST HOPE HE'LL BE A LOT HAPPIER TO SEE YOU THAN I AM.

YOU KNOW SOMETHING, IRON MAN?

YOU'RE A REGULAR--

SLAM!

WELL, WHO NEEDS *HIM* ANYWAY?

SAY... FROM THE LOOKS OF THINGS, TONY STARK DOES PRETTY *WELL* FOR HIMSELF --EVEN *WITH* INFLATION.

"IT MAKES YOU WONDER WHAT A GUY LIKE **STARK**--

"--IS DOING WITH A BODYGUARD LIKE **IRON MAN.**"

THE **ANSWER,** JOHNNY?

PLAYBOY INDUSTRIALIST STARK--IS IRON MAN.

AND IF THAT ISN'T ENOUGH TO SEND YOUR MIND **REELING,** TRY **THIS** ON FOR SIZE--

--TONY STARK, THE IDOL OF A **THOUSAND** PERSONALITY-MAGAZINE READERS--

--IS, IN FACT, A MAN WITH A **WEAK HEART--!**

INDEED, HIS HEART IS **SO** WEAK IT REQUIRES A SPECIAL **PACE-MAKER** TO KEEP BEATING--AND EVEN SO, COULD **STOP** AT ANY MOMENT--

--FROM EVEN THE **SLIGHTEST SHOCK!**

HELLO, JOHNNY. I'M SORRY REED COULDN'T **MAKE** IT--

--BUT I **AM** GLAD TO SEE **YOU.**

AT LEAST **SOMEONE** IS.

THE WAY THAT **BODYGUARD** OF YOURS ACTED--YOU'D THINK I HAD SOMETHING **CONTAGIOUS.**

WHY **DID** YOU CONTACT THE FF ANYWAY?

IT'S A LONG STORY--AND ACTUALLY--

--IT'S A MATTER OF **LIFE--**

--AND DEATH!

HUH? COME **AGAIN?**

TAKE A SEAT, JOHNNY. WHAT I'M ABOUT TO SHOW YOU IS A COMPILATION OF VARIOUS *VIDEO-TAPES* MADE BY SEVERAL *NEWS PROGRAMS.*

PERHAPS YOU'VE *HEARD* ABOUT THE SO-CALLED *"TECHNO-MURDERS"--?*

A LITTLE. WHAT *ABOUT* THEM?

"IT STARTED ALMOST A MONTH AGO-- WHEN A FOREMAN AT A CONSTRUCTION SITE WAS BURIED UNDER A STREAM OF HOT CEMENT--

"THE NEXT PERSON TO DIE WAS A GIRL--

"--ELECTROCUTED BY A WASHING MACHINE.

"AFTER THAT, THERE WAS A WHOLE RASH OF APPARENTLY ACCIDENTAL DEATHS-- ALL CAUSED BY SOME TECHNOLOGICAL FAILURE--

"SUCH AS A LIVE ELECTRICAL WIRE-- OR A RUNAWAY STEAM-ROLLER.

"I SAY 'ACCIDENTAL,' BUT THERE'S EVIDENCE THAT THE DEATHS WERE ANYTHING BUT ACCIDENTAL.

"WHAT YOU'RE SEEING NOW IS A TAPE FROM ONE OF STARK INDUSTRIES' VIDEO-RECORDERS...

"IT WAS MADE YESTERDAY, AS I AND MY ASSISTANT INSPECTED A NEW BUILDING IN OUR COMPLEX...

"NEITHER OF US SAW THIS MAN-- BUT THE CAMERA DID.

"AN ALARM WENT OFF IN OUR MAIN OFFICE--

"--BUT WE DIDN'T HEAR IT.

"IN ANOTHER THIRTY SECONDS, THE FACTORY GUARDS WOULD HAVE ARRIVED ON THE SCENE--

"--BUT WE DIDN'T HAVE ANOTHER THIRTY SECONDS--

"--WE DIDN'T EVEN HAVE TEN.

MR. STARK--

LOOK OUT!

KABOOM!

"RODGERS SAVED MY LIFE.

"--AND I WOULD HAVE TERMED IT AN ACCIDENT, IF I HADN'T SEEN--"

THAT MAN-- RUNNING AWAY--! HE DID THIS--!

HEY! WHAT HAPPENED TO THE PICTURE?

IT'S JUST THE SMOKE, JOHNNY.

GIVE IT A MOMENT TO CLEAR.

" OVER-HEATED, THE VAT OF COMPRESSED CHEMICALS EXPANDED-- AND EX-PLODED--

IT'S A GOOD THING THERE WAS SMOKE--

--OTHERWISE, I WOULDN'T HAVE DARED CHANGE TO IRON MAN!

"MY ASSISTANT WAS STILL STUNNED, BUT MY CHEST PLATE HAD PROTECTED ME FROM THE FULL BRUNT OF THE EXPLOSION.

"A LONG TIME AGO, I DECIDED TO MAKE IT A POINT ALWAYS TO CARRY MY SPECIAL BRIEFCASE WITH ME--

"--SO I COULD DON MY ARMOR QUICKLY IN JUST SUCH AN EMERGENCY.

"WHOEVER THAT COSTUMED CHARACTER WAS--I WAS DETERMINED NOT TO LET HIM GET AWAY... AT LEAST, NOT WITHOUT A FIGHT!"

WELL, WELL-- IF IT ISN'T THE *TIN WOODSMAN* HIMSELF!

HOW'D *HE* GET INVOLVED?

"IRON MAN'S MY *BODYGUARD*, JOHNNY--REMEMBER?"

UAACK

"GIVE HIM A *CHANCE*, STORM. THIS COSTUMED MAN HAD A *HEAT WEAPON*-- WITH A RAY STRONG ENOUGH TO MELT IRON MAN'S *ARMOR*...!

"DOESN'T LOOK LIKE MUCH OF A BODYGUARD TO *ME*," JOHNNY STORM REPLIES.

"I'M PROUD TO SAY OLD SHELL-HEAD DIDN'T *GIVE UP*...HE KEPT RIGHT ON COMING, NO MATTER *WHAT*."

"THAT'S WHAT YOU *PAY* HIM FOR, ISN'T IT? JOHNNY ASKS.

TONY STARK *DOESN'T* REPLY.

AMAZING...

IT SEEMS I'LL HAVE TO USE A *HIGHER* HEAT-SETTING TO HALT YOU, IRON MAN--

--BUT HALT YOU I *WILL*--

UNNH

--FOR I AM *INFINITUS*--

--THE REINCARNATED KING OF *EGYPT*, AMENEMHET III, LORD OF THE *11TH DYNASTY*..

--RETURNED TO THE LAND OF THE *LIVING*--

-- TO *DESTROY* MY AGE-OLD *FOES*!

WHEW!

I GUESS I SEE YOUR *PROBLEM*, STARK.

WITH IRON MAN USELESS AGAINST *INFINITUS*-- YOU NEED *HELP*.

AND YOU NEED IT *BAD*.

TONY STARK PRIVATE

RAP

RAP

COME.

OH, RODGERS, I WAS JUST TELLING YOUNG STORM HERE ABOUT OUR LITTLE *ADVENTURE* YESTERDAY.

I WISH I'D TAKEN IT AS CALMLY AS *YOU*, MR. STARK.

AT ANY RATE, ABOUT THESE *CONTRACTS*--

*EXCUSING HIMSELF, TONY STARK TURNS HIS ATTENTION TO THE PAPERS HANDED HIM--AND IS **SIGNING** THEM, WHEN--*

THE ROOM --IS BEGINNING TO *VIBRATE*--! IT'S GOING TO--

--EXPLODE!

CHABOOM!

*WITH A SPEED THAT DEFIES DESCRIPTION, JOHNNY STORM **FLAMES ON**--SWOOPS THROUGH THE COLLAPSING DUST AND MORTAR--AND BEFORE EITHER TONY STARK OR HIS ASSISTANT REALIZES WHAT'S **HAPPENING**--*

*--THE EVENT HAS ALREADY PASSED THEM **BY**.*

LOOKS LIKE YOU WERE *RIGHT*, STARK.

I SEE WHAT YOU *MEAN*, JOHNNY.

HOWEVER IT WAS DONE--

SOMEBODY JUST TRIED TO *KILL* YOU--

--SPECIFICALLY.

--MINE WAS THE ONLY OFFICE *TOUCHED*.

YOU *GOT* IT, BUSINESSMAN.

AS TO *HOW* IT WAS DONE--I'LL BET THAT *RAY* IS PART OF THE *ANSWER*.

PARDON ME, FELLAS--

--BUT I'VE GOT A GRUDGE TO SETTLE WITH A CERTAIN ANIMATED *GARBAGE CAN*--

--AND IF SETTLING IT MEANS I HAVE TO FIND *INFINITUS*--

--THEN, FRIENDS-- *THAT'S WHAT I'M GOING TO DO!*

THAT RAY *VANISHED* ALMOST AS SOON AS I STARTED *AFTER* IT--

--BUT WHO CARES ABOUT THE *RAY*--

--WHEN I'VE FOUND THE CLOWN *BEHIND* IT!

HEY, DOWN THERE!

WHAT'S YOUR *HURRY?*

I'D LIKE TO HAVE A LITTLE *TALK* WITH Y--

ZZAK!

YEEOUCHH!

FOOM!

LISTEN, I JUST WANT TO *TALK,* MISTER! YOU DON'T HAVE TO--

WAITASECOND, WILL YOU?

BELATEDLY JOHNNY UNDERSTANDS THAT THE HEAT-RAY HAS BEEN AIMED *ABOVE* HIM--! DESPERATELY, HE TRIES TO *DODGE ASIDE*--

--ONLY TO BE *HALF-BURIED* BENEATH A QUARTER OF A TON OF AVALANCHING *STONE!*

STUNNED, HE *STARES* GROGGILY AT THE MAN RUNNING AWAY FROM HIM--

--THEN THE PAIN *SWELLS UP*--

--AND THE *DARKNESS* CRASHES IN.

WHEN THE DARKNESS **FADES**, IT'S ONLY MINUTES--PERHAPS **INSTANTS**--LATER; BUT FOR JOHNNY STORM, IT SEEMS AS THOUGH A **MILLENIUM** HAS PASSED... LEAVING HIM SORE, DRAINED... AND **ANGRY**...

HANG TIGHT, YOUNGSTER.

MY **REPULSOR RAYS** WILL HAVE YOU OUT OF THERE BEFORE YOU **KNOW** IT.

DID--HE GET **AWAY?**

THE MAN WHO CALLS HIMSELF **INFINITUS?**

I'M AFRAID **SO.**

THERE, ARE YOU **ALL RIGHT?**

YEAH--I'M **FINE**--

--SO YOU CAN STOP PRETENDING ALL THIS **CONCERN.**

I **STILL** HAVEN'T FORGOTTEN THAT **CRACK** YOU MADE.

WHICH **ONE?** ABOUT "HALF GROWN TEENAGERS" OR STARK BEING "HAPPIER TO SEE YOU THAN **I** AM"?

BOTH, METAL-BRAIN.

I'VE HAD IT TO **HERE** WITH YOUR PATRONIZING ATTITUDE.

MY **WHAT**--?

MAYBE YOU DON'T **UNDERSTAND,** STORM--PEOPLE HAVE **DIED** BECAUSE OF THIS INFINITUS CHARACTER.

YOU MAY NOT THINK THAT'S IMPORTANT--

--BUT FRANKLY, I **DO.**

THAT DOES IT!

YOU HANDLE INFINITUS **YOUR** WAY, I'LL HANDLE HIM **MY** WAY--

--AND WE'LL SEE WHO RUNS HIM **DOWN.**

WE'LL JUST SEE!

BEHIND HIS GOLDEN MASK, TONY STARK ISN'T **ANGRY.**

BEHIND HIS GOLDEN MASK... TONY STARK ...**SMILES.**

DURING THE COURSE OF HIS CAREER AS A PSYCHIATRIC COUNSELOR, DR. FRANCIS WILLIAM MAXWELL HAS SEEN HIS SHARE OF FREAKS--

--BUT HE'S NEVER SEEN ANYTHING LIKE JOHNNY STORM-- EXCEPT ON THE SIX O'CLOCK NEWS, OF COURSE--

--AND WHO EXPECTS THE NEWS TO BE TRUE?

WHICH IS WHY, EVEN AFTER THE TORCH HAS EXPLAINED HIS PROBLEM, DR. MAXWELL TAKES HIS TIME PREPARING AN ANSWER.

HE SIMPLY WANTS TO MAKE SURE THAT WHAT'S HAPPENING IS REAL.

YES... WELL...

THE KIND OF DELUSION YOU DESCRIBE IS NOT UNCOMMON, MR.-- AH-- STORM...

IN FACT, IT'S CLASSIC...

FEELINGS OF FRUSTRATION--PERSECUTION--ALIENATION--

--ALL OF THESE EMOTIONS MAY LEAD TO A MAJOR IDENTITY CRISIS-- ONE WHICH COULD PRODUCE THE EFFECT YOU SUGGEST.

BUT, PLEASE, COULD YOU EXPLAIN WHERE--

LATER, SIR.

RIGHT NOW I NEED A SECOND OPINION--

--AT THE LIBRARY!

WHILE JOHNNY STORM BURNS A **FIRE-TRAIL** ACROSS THE DUSTY DETROIT SKYLINE, DEEP WITHIN THE SUB-STRUCTURE OF STARK INDUSTRIES' ADMINISTRATIVE COMPLEX, A HIDDEN **CAB** HUMS WITH ELECTRICAL ACTIVITY...

THE MAN SEATED AT THIS WELL-LIT WORKBENCH IS **TENSE**, BUT HIS ANXIETY ISN'T CAUSED BY ANY **PERSONAL** APPREHENSION...

REGARDLESS OF WHAT ONE MIGHT **SUPPOSE**, TONY STARK ISN'T CONCERNED FOR **HIMSELF**. NO, HE'S WORRIED ABOUT THE POSSIBLE **FUTURE** VICTIMS OF THE MAD-MAN CALLED **INFINI-TUS**...

APPARENTLY, INFINITUS BELIEVES HE'S A REINCARNATED **EYGPTIAN KING**--

--AND THAT **I**, AND THOSE **OTHER** MEN AND WOMEN HE'S KILLED-- ARE HIS **ENEMIES**--

--**ALSO** REINCARNATED FROM A PREVIOUS **LIFE**.

THE REALLY **ODD** PART OF IT IS--

THAT'S WHAT MAKES TONY STARK--A **HERO**.

--THERE'S NO WAY WE CAN PROVE HE'S **WRONG**.

PERHAPS MEN **DO** LIVE AGAIN AND AGAIN, OVER AND OVER-- THROUGHOUT **TIME**.

STILL--I CAN'T LET MYSELF GET **INVOLVED** WITH INFINITUS' MOTIVES...

MY JOB IS TO **FIND** HIM--

--AND WITH THIS **MODIFIED ELECTRO-MAGNETIC TRACKING DEVICE**--

IF SO, THIS IS CERTAINLY THE MOST **BIZZARRE** CASE OF **REVENGE** I'VE EVER HEARD OF--

--AND NO LESS **DEADLY** BECAUSE OF ITS **ODDITY**!

--I JUST **MIGHT** BE ABLE TO PULL THAT JOB **OFF**!

HERE WE GO--THE EAST DETROIT PUBLIC LIBRARY.

EAST DET PUBLIC LI

I'LL FIND THE INFORMATION I NEED IN HERE,.. I HOPE.

SOON, WHEN JOHNNY'S BODY IS CONSIDERABLY COOLER...

--WHICH IS WHY I NEED YOUR HELP, MISS.

YOU WANT EVERYTHING WE'VE GOT ON EGYPTOLOGY, MR. STORM?

THAT'S QUITE AN ORDER.

I DON'T HAVE A CHOICE.

BUT...

ARE YOU KIDDING ME?

THERE MUST BE CLOSE TO FORTY BOOKS THERE!

FORTY-TWO.

NON FICTION

I DID ASK YOU TO BE MORE SPECIFIC, MR. STORM.

SURE. HOW CAN YOU BE SPECIFIC WHEN YOU DON'T KNOW WHAT YOU'RE LOOKING FOR?

WELL... THANKS, MISS.

I GUESS I'D BETTER GET STARTED.

WHEN JOHNNY STORM NEXT LOOKS UP, THE SKY OUTSIDE THE LIBRARY WINDOW IS PURPLE WITH THE LAST LIGHT OF DAY...

HOW MANY HOURS HE'S SPENT PAGING THROUGH MUSTY VOLUMES OF HISTORY, HE DOESN'T KNOW--BUT HE DOES KNOW HOW MUCH HIS BODY HURTS FROM SITTING:

A LOT.

IF ONLY I'D STAYED IN COLLEGE, I WOULD'VE BEEN USED TO STUDYING --MAYBE I'D HAVE WORKED OUT SOME METHOD TO PLOW THROUGH BOOKS WITHOUT--

HEY, IT'S THE LIBRARIAN.

SHE WAITED FOR ME.

MR. STORM...?

DID YOU WANT ANYTHING ELSE...?

ONLY THIS.

THANKS.

IF YOU EVER GET TO *NEW YORK*, LOOK ME *UP*.

WE COULD *GO* PLACES, LADY.

FLAME ON!

*A BURST OF LIVING **FIRE** --AND AS QUICKLY AS IT CAME, JOHNNY'S GOOD MOOD **GOES**.*

*HE'S LEARNED WHAT HE NEEDED TO **KNOW**...*

*BUT-- IS IT **ALL** HE NEEDS TO KNOW--?*

*AND MIGHT HE HAVE LEARNED IT-- **TOO LATE?***

*PONDERING A **SIMILAR** QUESTION IS **IRON MAN**--*

*--WHO WONDERS IF HIS TRACKING DEVICE WILL BE **ENOUGH**--*

*--AND IF IT **IS** (AS IT **SEEMS** TO BE)--*

*--IF HE'LL HAVE THE **POWER** TO DO WHAT MUST BE **DONE**-- WHEN THE LONG SEARCH NEARS ITS **END**.*

*SLOWLY, DELIBERATELY, HE **FOLLOWS** THE GLOWING TRAIL REVEALED BY THE MAKESHIFT TRACKER--*

*--**TRACING** THE ELECTRO-MAGNETIC VIBRATIONS OF INFINITUS' **HEAT-RAY**--*

*--COMING AT LAST TO A BUILDING ON THE **OUTSKIRTS** OF DETROIT'S FACTORY DISTRICT, WHERE--*

ZAZT!

MY CHEST-PLATE--

HEAT RAY-- *MELTED* IT--LOSING *POWER*--

I'M *BLACKING OUT*--MY HEART-- CAN'T TAKE THE *STRAIN*-- TOO MUCH --*TOO MUCH!*

CUT:

--TO A SCENE WHICH OCCURRED SOME *THIRTEEN MINUTES* AGO.

YOU PROBABLY RECOGNIZE THE PLACE-- THE STARK INDUSTRIES LAB WHERE TONY STARK WAS ALMOST KILLED BY *INFINITUS*-- BUT IT'S JUST *POSSIBLE* YOU DON'T RECOGNIZE THE PEOPLE (HAVING A SHORT MEMORY, LIKE MOST OF US):

LET'S SEE, THERE'S THAT FLAME-GUY, *THE HUMAN TORCH*, AND THAT ASSISTANT OF STARK'S, NAME OF *RODGERS*.

WONDER WHAT JOHNNY WANTS WITH *HIM*?

RODGERS! MIND IF I HAVE A *WORD* WITH YOU?

WHAT ON EARTH --OH, IT'S *YOU*, MR. STORM.

IF THERE'S ANYTHING I CAN DO-- JUST *NAME* IT.

I DID SOME *CHECKING* ON THAT *INFINITUS* CHARACTER--

--JUST ON THE OFF-CHANCE THERE REALLY *WAS* AN EGYPTIAN KING NAMED *AMENEMHET III*, LORD OF THE 11TH DYNASTY--

AND?

AND THERE *WAS* AN AMENEMHET III-- BUT HE WAS A KING OF THE *12TH* DYNASTY, NOT THE *11TH*.

THE *REAL* AMENEMHET WOULDN'T HAVE MADE A MISTAKE LIKE THAT--

--AND *NEITHER* WOULD A REAL *CRACKPOT*. CRACKPOTS ARE *STICKLERS* FOR DETAIL.

WHICH MEANS?

LET ME ASK YOU, RODGERS--HAVE YOU GOT ANY *ENEMIES*?

ANYBODY WHO'D LIKE TO SEE YOU-- *KILLED*?

THE MAN NAMED RODGERS PALES-- WHICH IS OUR CUE TO CUT!

--BACK TO THE SCENE WE LEFT A PAGE AGO, AS--

GOT YOU!

TORCH!

YOU-- HERE? HOW--

EASY, FRIEND, LET'S GET YOU BACK TO EARTH BEFORE I START ANY LONG-WINDED EXPLANATIONS.

RODGERS KNOWS MORE ABOUT IT THAN I DO ANYWAY--EVEN IF I DID FIGURE THE WHOLE THING OUT--

--ON MY OWN I MIGHT ADD.

YOU TELL HIM, RODGERS.

BE SURE TO USE PLENTY OF MONOSYLLABLES-- SO HE'LL UNDERSTAND.

MEANWHILE, I'LL SEE TO INFINITUS--

THAT'S RIGHT, IRON MAN. MR. STORM DEDUCED EVERYTHING.

--THE SO-CALLED REINCARNATED MAN!

FROOM!

YOU IT ISN'T POSSIBLE--

--IT CAN'T BE POSSIBLE!

FELLA, THAT ATTITUDE'S GOING TO GET YOU NOWHERE!

NOWHERE-- EXCEPT JAIL!

JAIL?

NEVER!

I'LL *KILL* YOU FIRST-- FOR WHAT'S ONE MORE LIFE TO *INFINITUS?*

SO MANY HAVE *ALREADY* DIED--

--YOU'LL JUST BE *ONE MORE!*

ZAT!

MISTER, YOU NEED *HELP!*

YOU'RE SO SICK YOU CAN'T EVEN *THINK* STRAIGHT!

I'M THE *HUMAN TORCH,* REMEMBER? ALL I NEED TO DO IS MOMENTARILY RAISE THE TEMPERATURE TO 1500 DEGREES *CENTIGRADE--*

--AND EVEN *IRON* JUST-- *MELTS AWAY!*

SO, LISTEN--WHY DON'T YOU JUST *GIVE UP?*

IT'LL SAVE US *BOTH* A LOT OF *TROUBLE.*

AS LONG AS I STILL STAND, I'LL *FIGHT.*

SOMEHOW, *SOME WAY,* I'LL *DESTROY* YOU, TORCH. I'LL--

YOU'LL DO *NOTHING!*

SPOW!

--AND SO ARE *YOU!*

THE GAME'S *FINISHED,* INFINITUS--

LOOKS LIKE THAT'S THE *END* OF IT, TORCH.

RODGERS TOLD ME *EVERYTHING*, AND I--

RODGERS! DON'T SAY THAT NAME! DON'T SAY IT!

SPANG!

LOOK OUT, HE'S-- *UNNNNH!*

THERE *IS* NO "*RODGERS*"--

DO YOU *HEAR?*

RODGERS IS DEAD--

--DEAD, BECAUSE HE WAS BETRAYED!

ONLY INFINITUS LIVES! INFINITUS, THE REINCARNATED--

MANNNNNNNNNN

KRASSSH!

I'LL BET YOU THOUGHT HE *HAD* YOU THERE, DIDN'T YOU, SHELL-HEAD?

NOT *REALLY*, TORCH.

ANOTHER MOMENT, AND I'D HAVE USED MY *ATTRACTOR* RAYS ON THAT WEAPON OF HIS.

SPEAKING OF WHICH--

HERE.

YOU DON'T *REALLY* EXPECT ME TO BELIEVE THAT LINE ABOUT YOUR NOT BEING *WORRIED*, DO YOU?

THAT'S UP TO *YOU*.

I COULDN'T CARE *LESS*.

YOU JUST WON'T *ADMIT* IT.

TWICE I PULL YOUR FAT OUT OF THE FIRE-- SO TO SPEAK--

--AND *STILL* YOU PLAY *AGE-GAMES*.

LET'S *TABLE* THAT PARTICULAR DISCUSSION, ALL RIGHT?

WE'VE MORE *IMPORTANT* THINGS TO TALK ABOUT, SUCH AS--

MY *BROTHER*-- IS HE *HURT*? WHEN I HEARD ALL THAT *FIGHTING*--

HOLD ON A MOMENT--INFINITUS IS YOUR *BROTHER*, RODGERS?

HE PROBABLY DIDN'T HAVE *TIME*--

THAT'S SOMETHING YOU DIDN'T *MENTION* DURING YOUR *EX-PLANATION*.

--WITH YOU RUSHING OFF TO PLAY *HERO*.

YOU SEE, I *ASKED* MYSELF-- WHAT IF ALL OF THOSE MURDERS WERE SOME SORT OF INSANE *SMOKE-SCREEN*?

WHAT IF INFINITUS--OR *MICHAEL RODGERS*, WHICH IS HIS REAL NAME--WANTED SIMPLY TO KILL SOME-ONE *SPECIFIC-ALLY*--

--AND WANTED TO HIDE THE MOTIVE BEHIND SOME *CRACK-POT MURDERS*?

ONCE I ESTABLISHED THAT INFINITUS *WASN'T* ACTING LIKE A BONA FIDE NUT,, I THEN ASKED MYSELF, *WHO WAS THE TARGET*?

MAYBE IT *WASN'T* TONY STARK. SUPPOSE *RODGERS* WAS THE INTENDED VICTIM--AND STARK'S PRESENCE WAS JUST *COINCIDENCE*.

I ASKED RODGERS --AND IT TURNED OUT HIS BROTHER HAS HATED HIM FOR *YEARS*.

WE TRACKED INFINITUS *HERE*--AND THE REST, *YOU KNOW*.

NOT *BAD* FOR A "*HALF-GROWN TEENAGER*" --EH, TINMAN?

NOT BAD AT *ALL*, MY FRIEND.

A LITTLE *APPLIED PSYCHOLOGY* GOES A LONG *WAY*, IT SEEMS--

--EVEN WITH A NORMALLY ERRATIC *HOTHEAD*-- LIKE THE *HUMAN TORCH*!

FIN!

NEXT ISSUE: OUR WALL-CRAWLING WONDER *RETURNS* IN A SENSES-STUNNING STORY ENTITLED..

FALCON IN A WEB!

IT'S THE ONE YOU'VE BEEN *WAITING* FOR!

MARVEL TEAM-UP

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MARVEL TEAM-UP™

FEATURING:

SPIDER-MAN AND THE FALCON®™

C'MON FALCON--WE'VE GOT 'EM CORNERED!
THAT'S WHAT YOU THINK, WEB-HEAD! YOU COME ANY CLOSER--AND THE WOMAN DIES!
INSIDE SPIDEY AND FALCON--LOCKED IN MORTAL COMBAT WITH THE MAN-MENACE CALLED
MIDAS!

STAN LEE Presents: SPIDEY and THE FALCON--TOGETHER!*

GERRY CONWAY AUTHOR / JIM MOONEY ARTIST / VINNIE COLLETTA INKER / JOHN COSTANZA, letterer, P. GOLDBERG, colorist / LEN WEIN EDITOR

EEEEEEEE

ALL THAT GLITTERS IS NOT GOLD!

A SCREAM FROM THE STREET!

THERE GOES ANOTHER NIGHT'S STUDYING DOWN THE DRAIN.

IT SEEMS EVERY TIME I TRY TO PUT THIS RED-AND-BLUE MONKEY SUIT ASIDE--I GET ANOTHER CRY FOR HELP!

I DON'T MIND PULLING EVERY-ONE'S FAT OUT OF THE FIRE--

BUT THIS IS GETTING RIDICULOUS!

*SPECIAL FOOM-FOLLOWERS FOOT-NOTE: YOU ASKED FOR THIS TEAM-UP, FRIENDS OF OL' MARVEL--AND JUST 'CAUSE WE LOVE YA--YOU GOT IT!

I GUESS IT'S ALL PART OF THE *SHTICK*, AFTER ALL.

EVEN IF I'M *NOT* THE WORLD'S MOST *LOVED* SUPER-HERO--I *DO* HAVE SOME *RESPON-SIBILITIES*--

--AND ANSWERING SCREAMS IS *ONE* OF THEM!

HEY! I *KNOW* THAT GIRL--IT'S *GLORIA GRANT*, ONE OF THE TENANTS IN MY NEW *APARTMENT BUILDING!*

SHE'S IN *TROUBLE*, ALL RIGHT--

EEEEEEE

ST NICHO
AREN

1230

AC

--THOSE THREE *KIDS* ATTACKING HER LOOK LIKE THEY MEAN *BUSINESS*.

WELL, *THAT'S* OKAY--

--BECAUSE I MEAN BUSINESS TOO!

SPIDER-MAN!

MANNY

TIME OUT, FELLAS. *BREAK IT UP.*

THIS IS YOUR FRIENDLY NEIGHBOR-HOOD *WEB-SLINGER* TALKING--!

FELLAS...?

WHAT'RE YOU GUYS-- *CRAZY?*

THEY'VE GOT TO BE *KIDDING*-- COMING AT ME WITH *TIRE-IRONS?*

DON'T THEY KNOW WHAT I COULD *DO* TO THEM?

I BETTER *WATCH* MYSELF--

I'VE GOT *ONE* FALSE CHARGE OF MURDER AGAINST ME *ALREADY**--

--AND IF I USE MY FULL STRENGTH AGAINST THESE KIDS--

BAP!

* SPIDEY IS SUSPECTED OF KILLING **NORMAN OSBORN** --WHO **WE** KNOW WAS THE FIRST **GREEN GOBLIN!**'--LEN.

--I MAY WELL BE ACCUSED OF *ANOTHER!*

CAN'T WE TALK THIS *OVER,* GANG?

THIS SORT OF THING ISN'T GOING TO GET US *ANYWHERE.*

IT'LL JUST GIVE ME *ANOTHER* SET OF BRUISED KNUCKLES--

--AND LAND ALL OF *YOU* IN A *HOSPITAL!*

THE SOUND OF A GUN TRIGGER *CLICKING:*

CLICK!

YOU OR I WOULD NEVER **HEAR** IT-- AND WE'D BE **DEAD**--

--BUT THEN, NEITHER OF US IS SPIDER-MAN!

ZLIPP!

THERE GOES MY SPIDER-SENSE-- TINGLING UP A STORM!

WARNING ME--I'VE GOT TO DUCK--!

SORRY, FRIENDS-- BUT WHEN YOU START USING GUNS--

--I STOP PLAYING GAMES!

POW!

SPAK!

THUNK!

SAY, GL-- MISS, THAT WAS PRETTY GOOD. WHERE'D YOU TAKE YOUR KARATE LESSONS, ANYWAY?

THE YWCA-- WHERE ELSE?

LISTEN, I'VE GOT TO ASK A FAVOR, MASKED MAN.

NAME IT.

GLORIA DOES--

--AND A FEW MOMENTS LATER, SPIDER-MAN FINDS HIMSELF CARRYING THE LAST OF THE THREE ASSAILANTS UP TO GLORIA GRANT'S SECOND-FLOOR APARTMENT--

--WHERE HE FINALLY HAS TIME TO ASK FOR--

--AN EXPLANATION, MISS GRANT.

I'VE GOT TO KEEP REMINDING MYSELF --PETER PARKER KNOWS GLORIA, NOT SPIDER-MAN.

I DIDN'T WANT YOU TO TURN THEM OVER TO THE POLICE, HERO-MAN, FOR A REASON:

THIS ONE HERE--HE'S MY COUSIN.

AND WHEN IT'S FAMILY--

--WE GRANTS HANDLE THINGS-- ALONE.

I DON'T WANT TO BE RUDE, BUT--

BUT RIGHT NOW I'M AS WELCOME AS A SCREEN DOOR ON A SUBMARINE.

SPIDER-MAN TURNS TO GO, BUT BEFORE HE CAN REACH THE WINDOW--

AAAA--

RAMÔN! NO, DON'T!

YAAAAHHH!

WHAK!

RAMÔN, PLEASE-- THIS ISN'T THE WAY! YOU CAN'T--

SPIDER-MAN, STOP HIM--!

YAAAAA-AHHHHH!

YOU DON'T HAVE TO TELL ME TWICE!

A LITTLE WEBBING SHOULD DO THE TRICK-- AND STILL LEAVE OLD RAMÔN HERE FREE TO TALK.

I THINK WE WANT HIM TO TALK-- AM I RIGHT, MISS GRANT?

AAAAHHHH--

OR AM I THE ONLY ONE WHO NOTICED--

--RAMÔN'S EYES--?

HIS EYES...?

SURE. I SAW IT ONLY A MINUTE AGO, WHEN HE WOKE UP.

TAKE A GOOD, LONG LOOK-- THEY'RE WIDE, STARING-- DRUGGED!

"AND THE **PUPILS**-- THEY'RE **DILATED.**

"HE'S **DRUGGED,** ALL RIGHT...

"... AND UNLESS I'M GROSSLY **MISTAKEN...**

"...IT'S WEARING OFF.."

WHAT... HAPPENED...?

"SUPPOSE YOU TELL **US,** RAMON," SPIDER-MAN SUGGESTS.

HALTINGLY, RAMON BEGINS TO SPEAK, AND **AS** HE SPEAKS, HIS FACE CLEARS COMPLETELY... AND HIS VOICE GAINS STRENGTH, AND **POWER...**

HOT SPOT

"WE WERE GOING TO THE **HOT SPOT**-- A DISCO UP NEAR WHERE I **LIVE**--

"THERE WAS ME, EDDIE AND TAKI-- TWO **BUDDIES** OF MINE.

"WE'D NEVER **BEEN** IN THE PLACE BEFORE, BUT IT LOOKED **ALL RIGHT**--

"--UNTIL SOME **GOONS** GRABBED US--

"--MUSCLE-FREAKS WHO DRAGGED US TO A **BACK ROOM**--

"--WHERE THIS **FOURTH** FREAK STARTED TALKING AT US, HANDING US SOME REAL **JIVE**--

"I COULDN'T SEE **MUCH** OF HIM-- BUT HE WAS WEARIN' SOME KIND OF **GOLD SUIT**--

"--AND HE HAD THIS WEIRD-LOOKING **CAN.**

"HE **SPRAYED** SOMETHING ON US--

"--AND, MISTER, THAT WAS THE **LAST** I **KNEW.**"

HEY--HEY, RAMÔN? WHERE ARE WE, MAN? WHAT HAPPENED TO THE HOT SPOT--?

I DON'T KNOW, TAKI.

I REMEMBER SOMETHING ABOUT WANTING TO COME SEE MY COUSIN--

--BUT THAT'S IT.

IT'S A NUTTY STORY, RAMÔN-- BUT I BELIEVE YOU.

SO DO I. I'VE HEARD RUMORS ABOUT THIS--THIS GOLD MAN.

HE HAS SOME SORT OF PLAN--IT SOUNDED LIKE PARANOIA BEFORE--

--HE WANTS TO WIPE OUT ALL THE BLACKS LIVING IN MANHATTAN.

HE WHAT--?

THAT SEALS IT, I'M GOING TO PAY THAT DISCO A LITTLE VISIT, LADY.

A VISIT--

--AND NOT A FRIENDLY ONE!

I'LL SEE YOU LATER, MISS. CIAO!

FROWNING, GLORIA GRANT WATCHES SPIDER-MAN LEAVE.

WHEN HE'S GONE, SHE TURNS TO HER TELE-PHONE--

--AND DIALS A CERTAIN NUMBER, BELONGING TO A FRIEND OF HERS--

JAPAN AIRLINES

SAM WILS...

BRRNNG

--OR RATHER, A FRIEND OF A FRIEND.

GLORIA GRANT HASN'T LIVED IN HARLEM SINCE SHE STARTED MAKING MONEY IN HER MODEL-ING CAREER--

--BUT SHE HAS HEARD ABOUT A CRUSADING SOCIAL WORKER, A MAN WHO'S BEEN A HELP TO PEOPLE IN TROUBLE.

BRRNNG

SAM WILSON

HIS NAME'S SAM WILSON-- AND WE'RE ABOUT TO MEET HIM--

115

--NOW.

IT'S LUCKY I DECIDED TO COME BY THE *OFFICE* BEFORE TURNING IN.

MAYBE IT'S *CAP*. MAYBE HE--

BRANGG!

NO, THAT'S NONE OF YOUR *BUSINESS* NOW, WILSON.

PROBABLY, IT'S SOME POOR MOTHER WHO'S SON--

HELLO? SAM WILSON SPEAKING.

MR. WILSON, YOU DON'T *KNOW* ME--BUT MY NAME'S GLORIA GRANT, AND I HAVE SOME *INFORMATION* YOU MIGHT BE ABLE TO *PASS ON*--

GLORIA TELLS HER STORY WITHOUT FRILLS OR FLOURISHES; LIFE HASN'T BEEN *EASY* FOR HER, AND SHE KNOWS THE VALUE OF BEING *PRECISE*-- AND CONCISE.

SAM WILSON *THANKS* HER, HIS VOICE SUDDENLY *HARD*--

--AND WHEN HE TURNS TO FACE THE ROOM WHERE HE'S WORKED TO SAVE LIVES FOR SO MANY *YEARS*--

--HIS *EYES* ARE HARD, TOO!

I'VE BEEN WAITING FOR A TIP LIKE THIS FOR *WEEKS*.

THAT GIRL'S BROTHER SAID SOME-THING ABOUT THE *HOT SPOT*--

--AND THAT'S ALL I *NEED*.

REDWING! GOT TIRED OF WAITING *OUTSIDE*, MY FRIEND?

DON'T *WORRY*-- YOU WON'T HAVE TO WAIT *ANY* LONGER.

IT'S TIME WE *BOTH* SPREAD OUR WINGS AGAIN, REDWING--

--IT'S TIME FOR THE FALCON TO FLY!

HE STANDS POISED; HIS LEGS TENSE, THROW HIM **FORWARD**--

--AND LIKE THE BIRD AFTER WHICH HE'S NAMED, HE **SWOOPS** THROUGH THE NIGHT-DARK STREETS, REDWING AT HIS SIDE--

--FLYING **WEST** ACROSS THE GHETTO--

--UNTIL, MINUTES LATER, HE **ARRIVES** AT HIS DESTINATION--

--SIMULTANEOUSLY WITH **ANOTHER** CHARACTER IN OUR CORPULENT CAST--!

FUNNY. FOR A **MOMENT** THERE--

DISCO

HOT SPOT

--I THOUGHT I SAW SOMEONE FLY *PAST* ME.

MAYBE *THOR* HANGS OUT THIS WAY-- OR THE *SUB-MARINER.*

ANYWAY, IT DOESN'T *MATTER--*

--NOT WHEN I'M SNEAKING *INSIDE.*

*SPIDER-MAN ISN'T THE **ONLY** ONE ENTERING THE **HOT SPOT** IN A LESS THAN CONSPICUOUS MANNER...*

*THE **FALCON** HAS FOUND THE **SIDE ENTRANCE--***

SERV
ENTR
DELIVER

*AND, AS **HE** PROCEEDS DOWN **ONE** SET OF DARKENED CORRIDORS--*

*--OUR WEB-SLINGING HERO CRAWLS DOWN **ANOTHER--***

*--BOTH HEROES DOING THEIR **BEST** TO MOVE SILENTLY--AND REMAIN **UNNOTICED,** RIGHT UP TO THE ULTIMATE MOMENT, WHICH COMES, OF COURSE--*

NOW!

HUH?

SPIDER-MAN? YOU--PART OF THIS?

*MAGNIFICENT! THEY'RE STARTLED-- **CONFUSED!***

*GO AFTER THEM, FOOLS! MIDAS COMMANDS IT! **KILL** THEM!*

THESE CLOWNS WERE *WAITING* FOR US, FALCON--

--EVEN IF *WE* DIDN'T KNOW WE WERE WAITING FOR *EACH OTHER!*

PLOW!

WHOEVER THEY ARE, THEY'VE GOT A NEAT LITTLE *RACKET*--

--AND THEY OBVIOUSLY *DON'T* WANT US BUTTING *IN!*

UMMPHH! UNFRIENDLY LITTLE GOONS, AREN'T THEY?

SPRAKK

--IT'S CALLED *WALL-TO-WALL WEBBING!*

LIKE IT?

WELL, I'VE GOT A WAY TO *HANDLE* THEIR KIND--

I LOVE IT, WALL-CRAWLER.

OF COURSE, I'VE GOT MY OWN METHODS TO DEAL WITH GUN-BUMS!

KRUMP!

THEY MAY NOT BE AS SUBTLE AS A FACE FULL OF WEBBING--

--BUT THEY WORK--

--AND IN THE LONG AND THE SHORT RUN, THAT'S REALLY ALL THAT MATTERS!

HEY, FRIEND-- I THINK WE'VE GOT 'EM ALL!

ALL BUT ONE--THE MOST IMPORTANT ONE--

MIDAS! THE GOLDEN MAN!

FAWHUMP!

WHO? OH--THE CREEP WHO'S BEEN DRUGGING THOSE KIDS.

HIS NAME IS MIDAS, WEB-SLINGER... AND I'VE BEEN HUNTING HIM FOR WEEKS.

HE'S PLAYING SOME SORT OF SICK GAME WITH THE KIDS IN THIS GHETTO--GETTING THEM HOOKED AGAINST THEIR WILL--

--AND I PLAN TO STOP IT, IF I CAN.

YOU CAN, FALC--I'D LAY ODDS ON IT.

WHOEVER OWNS THIS PLACE IS PROBABLY CONNECTED TO MIDAS--

--SO WHY DON'T WE JUST PUT THE QUESTION TO THESE THUGS, AND FIND OUT WHO THAT JOKER IS.

DO YOU TELL ME NOW, PAL--OR AFTER I REARRANGE YOUR FACE?

I DO-DON'T KNOW NUTHIN'--!

AFTER ALL... I SPEAK THE LANGUAGE.

SLOW DOWN, SPIDER-MAN. LEAVE IT TO ME.

KRUMP!

SMASH! THUDD!

YOU KNOW SOMETHING, FALC --I GUESS YOU DO.

DONE.

THE GUY'S NAME IS MERRI-WELL.

THE MERRIWELL? HARRISON J. MERRIWELL?

ARE THERE ANY OTHERS?

I GUESS NOT. BUT DON'T YOU UNDER-STAND--?

MERRIWELL IS THE ORIGINAL "BLEEDING HEART LIBERAL."

HE AND HIS FAMILY PRACTICALLY CREATED THE WHOLE PHILANTHROPIC FOUNDATION CONCEPT--

--IF THERE'S ANYONE WHO'S LESS LIKELY TO DO WHAT MIDAS DOES--

IT'S HARRISON MERRIWELL!

"THE WORLD IS FULL OF STRANGE PEOPLE, SPIDER-MAN," THE FALCON POINTS OUT; AND, REBUFFED, SPIDEY IS SILENT AS HE LEADS THE FALCON TO THE CONNECTICUT SUBURBS--

--WHERE THEY FIND, AN HOUR LATER--

--THE MERRIWELL ESTATE.

IF I REMEMBER CORRECTLY, MERRIWELL LIVES HERE WITH HIS BROTHER.

LOOKS LIKE THEY'RE HAVING A PARTY.

HOW DO YOU WANT TO HANDLE THIS?

CLOAK AND DAGGER, OR--

WHY DON'T WE TRY THE "OR"?

CHING-CHIME

YES? DO YOU HAVE AN INVITATION TO--OH, MY!

WE'D LIKE TO SEE MR. MERRIWELL, PLEASE--?

OH, MY!

NOT BAD, EH? IF WE'D BROUGHT REDWING ALONG, WE MIGHT HAVE HAD SOME TROUBLE.

AS IT IS, THIS WAS AS EASY AS--

--ROLLING OFF A LLLLUUUHH-GGGGHHH

KLUD!

KWAK!

...

AS KOJAK WOULD SAY... "TELL ME ABOUT IT."

WHERE-- WHERE ARE--

IN A ROOM-SIZED FREEZER, THAT'S WHERE.

I'VE HEARD OF BRIGHT IDEAS IN MY LIFE, BUT WHY I EVER LET MYSELF GET TALKED INTO--

GENTLEMEN, PLEASE.

THERE'S NO NEED FOR YOU TO BLAME EACH OTHER.

FREEZER ROOM

NO OTHER OUTCOME WAS POSSIBLE WHEN YOU SET YOURSELVES AGAINST MIDAS-- THE GOLDEN MAN.

AFTER ALL, I AM A GENIUS, YOU KNOW.

REALLY?

AND HERE WE WERE THINKING YOU WERE JUST NUTS.

FREEZER ROOM

NEED I POINT OUT--

I AM NOT THE ONE ABOUT TO FREEZE TO DEATH.

IF SANITY REPRESENTS THE ABILITY TO SURVIVE--

--THEN YOU ARE INSANE, NOT I.

IT'S A DISTINCTION MY BROTHER SHOULD HAVE MADE SOME TIME AGO.

"ENJOY YOURSELVES, GENTLEMEN.

"GOODBYE."

SLAM

FFWIP!

WHAT WAS THE POINT OF THAT, WEB-SLINGER? EVEN IF THAT GOB OF WEBBING KEEPS THE DOOR FROM LOCKING --WE'RE TRAPPED HERE--!

LISTEN, MY WEBBING IS A FLUID-- COMPRENDÉ?

A VERY SPECIAL FLUID-- THAT CAN EXPAND INTO A WEB-NET, OR A WEB-WALL--

AM I GOING TOO FAST FOR YOU?

"THIS FLUID ALSO HAPPENS TO EXPAND IN EXTREME COLD, JUST LIKE ANY OTHER FLUID--"

ONLY MY WEB-FLUID HAS THE TENSILE STRENGTH OF STEEL.

WHEN IT EXPANDS ENOUGH--

BLOOEY! NO MORE DOOR!

AND IF WE FREEZE TO DEATH FIRST?

I WAS HOPING YOU WOULDN'T NOTICE THAT LITTLE DRAW-BACK.

"I ESTIMATE WE'VE GOT ANOTHER TWO MINUTES BEFORE WE BECOME POPSICLES!

FREEZE

FREEZER CONTROL

"WITH ANY LUCK, THE DOOR SHOULD BREAK APART IN ONE MINUTE FIFTY SECONDS.

"PLENTY OF TIME TO SPARE."

I WISH I HAD YOUR CONFIDENCE, SPIDER-MAN.

RIGHT NOW, THE MUSCLES IN MY FACE FEEL LIKE LUMPS OF ICE.

ANOTHER FEW MOMENTS OF THIS, AND I'LL--

SCREEE!

CHOOM!

SURPRISE!

ATTRACTED BY THE RENDING CRASH OF THE BREAKING FREEZER DOOR, THE STARTLED GUESTS CROWDING THE UPPER FLOORS OF THE MANSION ARRIVE IN THE BASEMENT TO INVESTIGATE--

--AND ARE AMAZED TO FIND THEMSELVES THE FOILERS OF AN ATTEMPTED MURDER!

HASTY EXPLANATIONS ARE MADE; ASSISTANCE IS GIVEN; AND BEFORE ANOTHER TWO MINUTES HAVE PASSED--

--OUR HEROES ARE FREED AND ON THEIR WAY TO THE FINAL CONFRONTATION!

WHAT IS THE MEANING OF THIS? THIS IS A PRIVATE--

SPIDER-MAN? THE FALCON?

MALCOLM, DID YOU INVITE THEM?

IN A WAY, I SUPPOSE HE DID, MR. MERRIWELL.

YOUR BROTHER'S A PRETTY ACTIVE GUY...

IN FACT, IT'S AMAZING NOBODY EVEN KNOWS HE'S ALIVE-- CONSIDERING HOW ACTIVE HE REALLY IS.

OR--MAYBE THAT'S WHY HE'S SO ACTIVE.

AM I RIGHT... MIDAS?

I DON'T KNOW WHAT YOU'RE TALKING ABOUT.

HARRISON, ARE YOU GOING TO LET THEM TALK TO ME THAT WAY--?

HARRISON DOESN'T HAVE A CHOICE, MALCOLM.

YOU'RE THE MAN WHO'S MADE A CHOICE--! YOU MADE IT WHEN YOU BECAME JEALOUS OF YOUR BROTHER'S REPUTATION.

THAT'S HOW IT HAPPENED, ISN'T IT, MALCOLM? FIRST THE JEALOUSY--

--THEN, THE DECISION TO DO SOMETHING?

LET GO OF ME--!

I SAID, LET GO!

I DON'T HAVE TO EXPLAIN MYSELF TO *ANYONE*-- NOT TO YOU, AND NOT TO *HIM*--!

A SHOT OF THIS, AND YOU'LL *OBEY* ME--

JUST AS HARRISON SHOULD'VE OBEYED ME WHEN I WARNED HIM TO *STOP* HIS SICK LITTLE *PHILANTHRO-PIES!*

HE WOULDN'T *LISTEN*--BUT I *SHOWED* HIM--!

I SHOWED HIMMMMMMMM

KRASH!!

WHAT DO YOU *KNOW?*

THE OLD *RUG-TRICK* WORKED *TWICE.*

THEN, AFTER HARRISON MERRIWELL HAS BEEN INFORMED ABOUT THE EXPLOITS OF MIDAS...

HE-HE ALWAYS FELT AS THOUGH I WERE BEING *TRICKED* BY MY CHARITIES.

THAT THEY WERE *USING* ME--AND OUR *FORTUNE.*

I SUPPOSE HE WANTED TO HAVE *REVENGE* ON ME--AND ON *THEM*-- WITH THIS *ESCAPADE.*

PERHAPS HE WAS *RIGHT.*

IF I PAID MORE ATTENTION TO *HIM*--

DON'T BLAME *YOURSELF,* MR. MERRIWELL.

REMEMBER-- THE *REAL* MIDAS LOVED ONLY *GOLD.*

THIS GOLDEN MAN LOVED SOMETHING ELSE--*HIMSELF.*

NEXT ISSUE: SPIDEY and IRON FIST IN FOR A FEW FISTS MORE!

ALL YOURS--BECAUSE YOU ASKED FOR IT FOOM-FOLLOWERS!

Giant-Size Spider-Man #1 house ad
from August 1974 titles

ATTENTION, LITERATURE-LOVERS! WE INTERRUPT THIS

BULLPEN BONUS PAGE

TO BRING YOU THIS AWESOME ANNOUNCEMENT!

MARVEL PRESENTS THE FIRST OF ITS SENSATIONAL NEW 50¢ GIANTS!

Featuring:

Count DRACULA!

and the FLAMING, FIGHTING-MAN HUMAN TORCH!

--BOTH COLORFULLY CAVORTING IN CONTINUAL COMBAT WITH OUR OWN WONDROUS WEB-SPINNER!

(ALL THIS--PLUS SURPRISE FEATURES TO BOOT!)

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68 BIG PAGES
GIANT-SIZE SPIDER-MAN
1 JULY 02921
50¢
GIANT-SIZE SPIDER-MAN AND DRACULA
FIRST ISSUE PHANTASMAGORIA!
FEATURING: SPIDEY'S PREMIERE BATTLE WITH--
THE FIGHTIN' FLAMIN' HUMAN TORCH!
Featuring: AN ALL-NEW SPIDEY-DRACULA THRILLER IN THE TRADITION OF OUR SMASH-HIT MARVEL TEAM-UP MAG!

AND HERE'S A PULSATING POSTSCRIPT:

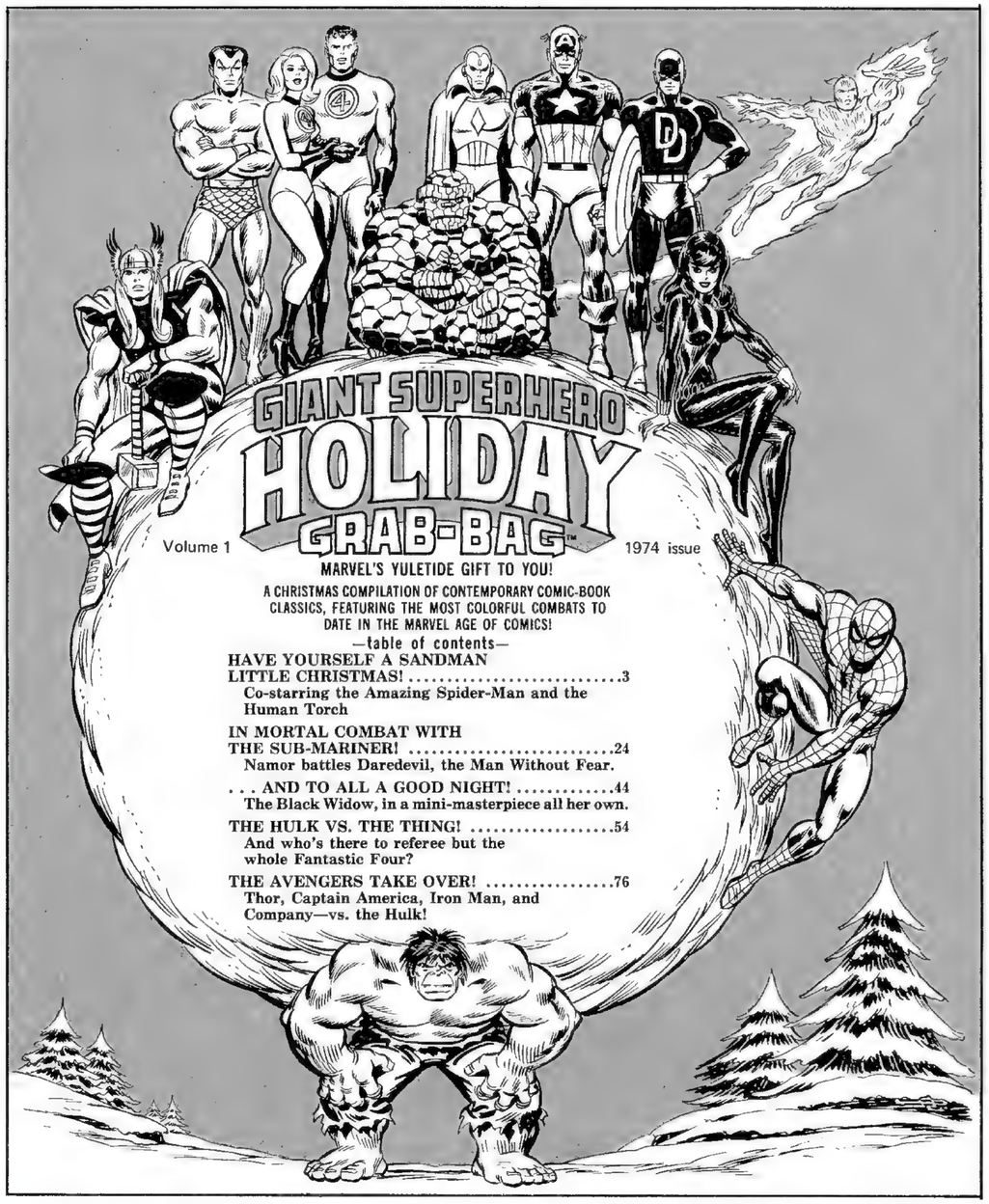
MAY AND JUNE WILL HERALD THE AWESOMELY-AWAITED ARRIVAL OF THIS TITANIC TITLE'S TWIN COMPANION-MAGS--

GIANT-SIZE AVENGERS and GIANT-SIZE CONAN!

'NUFF SAID!

Between covers by John Buscema & John Romita, *Marvel Treasury Special: Giant Superhero Holiday Grab-Bag* reprinted stories from a host of holiday and team-up adventures, including *Marvel Team-Up* #1, *Daredevil* #7, *Amazing Adventures* #5 (Black Widow) and *The Fantastic Four* #25-26.

Marvel Treasury Special: Giant Superhero Holiday Grab-Bag also featured new holiday-themed inside-cover artwork by John Romita (below and facing page).


GIANT SUPERHERO
HOLIDAY
GRAB-BAG™
Volume 1
1974 issue
MARVEL'S YULETIDE GIFT TO YOU!
A CHRISTMAS COMPILATION OF CONTEMPORARY COMIC-BOOK CLASSICS, FEATURING THE MOST COLORFUL COMBATS TO DATE IN THE MARVEL AGE OF COMICS!
—table of contents—
HAVE YOURSELF A SANDMAN LITTLE CHRISTMAS! 3
Co-starring the Amazing Spider-Man and the Human Torch
IN MORTAL COMBAT WITH THE SUB-MARINER! 24
Namor battles Daredevil, the Man Without Fear.
. . . AND TO ALL A GOOD NIGHT! 44
The Black Widow, in a mini-masterpiece all her own.
THE HULK VS. THE THING! 54
And who's there to referee but the whole Fantastic Four?
THE AVENGERS TAKE OVER! 76
Thor, Captain America, Iron Man, and Company—vs. the Hulk!

SEASON'S GREETINGS,
FAITHFUL ONE! HOPE WE SEE YA AROUND THRUOUT THE COMIN' YEAR! TILL THEN, HANG IN THERE, HERO--AN'
PEACE!
AMAZING ADVENTURES
THE INHUMANS AND THE BLACK WIDOW
MARVEL COMICS GROUP
MARVEL TEAM-UP
SPIDER-MAN AND THE HUMAN TORCH
THE WORLD'S GREATEST COMIC MAGAZINE!
Fantastic Four
THE AVENGERS TAKE OVER!
Fantastic Four
A MARVEL SUPER-SPECTACULAR!
THIS IS THE BIG ONE! THE INCREDIBLE HULK VERSUS THE THING!
DAREDEVIL
THE MAN WITHOUT FEAR!

Marvel Treasury Special: Giant Superhero Holiday Grab-Bag #1 house ad
from February 1975 titles

GUESS WHO'S COMING TO CHRISTMAS DINNER?
MERRY MARVEL,
THAT'S WHO!
THAT'S RIGHT! YOUR BLUSHIN' BULLPEN PROUDLY PRESENTS ITS FIRST ANNUAL COLLECTION OF CHRISTMAS CLASSICS AND COLORFUL COMBATS!
EVERY PAGE A GIANT-SIZED 10"X 14"
A RIOTOUS 100 PAGES OF FULL-COLOR FEATURES! NO ADS!!
Featuring
14 of MARVEL'S MOST MAGNIFICENT SUPER-STARS
DRAWN BY EIGHT OF MARVEL'S MOST TALENTED TITANS-- AND IT'S ALL FOR YOU!
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SPECIAL HOLIDAY COLLECTORS ISSUE
1974
GIANT SUPERHERO HOLIDAY GRAB-BAG™
$1.50
02197
A DELUXE EDITION OF MARVEL'S MIGHTIEST HEROES!
WHAT A WAY TO FILL YOUR CHRISTMAS STOCKING
(OR MAYBE SOMEBODY ELSE'S!)
GRAB A HOLIDAY HANDFUL OF 'EM-- ON SALE IN NOV.!

Marvel Team-Up #23, page 12 original art
by Gil Kane & Mike Esposito

--HE IS OUT OF HIS COTTON-PICKING *MIND!*

RIGHT, TORCHY?

THRACK!

UNNG!

I WOULDN'T HAVE PUT IT QUITE SO *TRITELY,* ICICLE--

--BUT THAT'S ABOUT THE *SIZE* OF IT!

IN *OTHER* WORDS, BUSTER: WHY DON'T YOU STICK AROUND AND GET *ACQUAINTED?*

OUT OF MY *WAY,* FOOL!

I HAVE NO TIME TO *SQUANDER* ON THE LIKES OF *YOU!*

WHUFF!

THUD!

THERE'S SO MUCH TO BE *DONE*--AND SO *LITTLE* TIME TO--*EH?*

NO--MY PROTECTIVE *SHIELDING*--! THAT YOUNG IDIOT *TORE* IT--!

YOU GET THE FEELING THERE'S *MORE* TO THIS GUY THAN WE *THOUGHT?*

UH-*HUH*--AND I ALSO GET THE UNCOMFORTABLE FEELING WE'RE GONNA FIND OUT *WHAT* IT IS!

LORD KNOWS I *TRIED* TO PREVENT THIS--

--TRIED TO FIND THE *CURE* IN TIME--

--BUT FATE HAS NOT BEEN *KIND!*

Courtesy HeritageAuctions.com

Marvel Team-Up #26 cover original art
by Gil Kane & Mike Esposito

Courtesy HeritageAuctions.com

Marvel Team-Up #30 cover original art
by Gil Kane & Frank Giacoia

Courtesy HeritageAuctions.com

BIOGRAPHIES

LEN WEIN

Len Wein's career is highlighted by successes from Swamp Thing to the "All-New, All-Different" X-Men, but few fans know that the award-winning writer and editor started out as a comic-book artist.

As a teenager, Wein was tied to the hip with fellow fanzine writer Marv Wolfman, regularly skipping school to tour the DC Comics offices. After building a rapport with artists and execs like Dick Giordano, Carmine Infantino and Joe Orlando, Wein was able to credibly pitch to the editors. Though his artwork was politely passed upon, a script for *House of Mystery* was accepted and a career as a writer was born. Len attacked his new occupation with gusto, writing for DC, Marvel, Gold Key and Skywald, on everything from Western to horror, and licensed properties from Hot Wheels to Star Trek.

Although his desired career as an artist didn't quite pan out, it did give Wein insight into his collaborator's creative process and helped him garner acclaim as a writer that was "easy to draw." After super-hero work in the early '70s (Daredevil, Superman, Flash), he and artist Bernie Wrightson launched horror mainstay Swamp Thing in the pages of *House of Secrets* #92. Other notable achievements from his tenure at DC include a run on *Justice League of America* and the debut of the Human Target.

Hopping over to Marvel in 1974, where he followed Roy Thomas as editor in chief, Wein scripted several series, including *Incredible Hulk*, where he and artist Herb Trimpe introduced one of comics' most famous characters—Wolverine. That wasn't the end of his mutant milestones, as with artist Dave Cockrum he revived the dormant X-Men property with a new international cast. Its cadre of characters, including Storm, Nightcrawler and Colossus would shortly turn into comics' biggest phenomenon.

Returning to DC, Wein helped spur a creative revival at the company, editing *New Teen Titans*, *Camelot 3000* and *Swamp Thing*, which gave writer Alan Moore his American debut; shortly thereafter, Wein would preside over Moore and Dave Gibbon's groundbreaking *Watchmen*. Since then, Wein's credits in comics, animation and television writing have been numerous and well received. He was inducted into the Eisner Hall of Fame in 2008 and passed away in 2017, leaving behind a creative legacy celebrated worldwide.

GERRY CONWAY

In 1969, 16-year-old Gerry Conway was shopping short stories to DC and Marvel for their horror anthology books. By 1976, Conway had worked his way up to Marvel's editor in chief. In between, he logged highlight after highlight as writer for both companies.

After establishing a pedigree with horror short stories, Conway quickly became the regular writer of *Daredevil*, *Sub-Mariner* and *Iron Man*. He also began runs on *The Amazing Spider-Man* and *Thor*, picking up both titles from none other than Stan Lee. He scripted both for nearly 50 issues, writing controversial and classic tales including "The Death of Gwen Stacy," the first appearance of the Punisher, and the introduction of Harry Osborn as the Green Goblin. Cueing off his early interest in horror stories, Conway took advantage of Marvel's burgeoning line of horror comics, launching *Werewolf By Night* and *Man-Thing*, as well as writing the first issue of *Tomb of Dracula*.

In 1976, he was handed the top job at Marvel before transitioning to DC Comics. One of his first big assignments was writing the script for one of the first inter-company crossovers, *Superman vs. The Amazing Spider-Man*. Shortly thereafter, he began a long tenure on prime DC titles like *Superboy & The Legion of Super-Heroes*, *World's Finest* and *Wonder Woman*. He also introduced Firestorm with Al Milgrom in 1978, scribing all five issues of the short-lived '70s incarnation.

As the '80s dawned, he started a long run writing both key Batman titles, *Detective Comics* and *Batman*, and continued his run on *Justice League of America*, a stint that began in earnest in 1978 and would end with the dismantling of the infamous JLA Detroit in 1986. During this era, he also revived Firestorm with artist Pat Broderick; this time the title found traction and Conway wrote the first 53 issues. A return to Marvel in the late '80s saw Conway tackling two of the three Spider-Man titles: *The Spectacular Spider-Man* and *Web of Spider-Man*.

During this period, Conway was asserting himself as a writer in film and television. His early '80s screenplay collaborations with Roy Thomas resulted in the animated film *Fire and Ice* and barbarian sequel *Conan the Destroyer*. By the late '80s, his opportunities in television writing had expanded, and he left comics to pursue writing and producing for *Matlock*, *Father Dowling Mysteries*, *Diagnosis: Murder* and *Law & Order*.

Today, Conway continues writing and producing for television and has recently returned to script the occasional comic. He resides in California with his wife and their daughter.

ROSS ANDRU

An everyman and entrepreneur throughout his long career in comics, Ross Andru became the stalwart penciler of Marvel's *Amazing Spider-Man* in 1973, gaining a renown as one of the great Spidey artists. With a smooth, compact style that eschewed extraneous detail, Andru's artistic visions were grounded in a reality that engaged the medium's readers.

His career in comics began in 1951. With an education at the Cartoonists and Illustrators School and a gig drawing Burne Hogarth's weekly *Tarzan* strips behind him, the Cleveland native teamed with inker Mike Esposito to form not only a decades-enduring artistic partnership but their own company, MR Publications.

Their next company, Mikeross Publications, turned out such fare as the satirical *Get Lost* and the romance title *Heart and Soul*. The success of these initiatives fleeting in the face of

an industry-wide downturn, Andru would often find himself splitting time between Marvel and DC. At Marvel, he mainly handled Western comics like *Annie Oakley*, while at DC, he contributed to Robert Kanigher's war comics like *Star-Spangled War Stories* and *Our Army At War*, wherein he drew the first appearance of Sgt. Rock of Easy Company in 1959.

His impressive performance with Esposito garnered him a chance to take over *Wonder Woman*, starting a nine-year-long run that would stretch through 1967 and find him depicting charming stories of Diana Prince's teenage years on Paradise Island. Another notable title that Andru would work on in the '60s was *Metal Men*. Leaping from *Showcase* to its own bimonthly title, Andru and Esposito crafted a sweet-natured heroic fantasy starring artificially intelligent robots.

A move to Marvel in the early '70s resulted in key work on *Marvel Feature*, in which he drew the first adventures of The Defenders, and *Marvel Team-Up*, his first regular foray on Spider-Man. Over the next five years, Andru would team with writer Gerry Conway and produce milestones including the first appearance of the Punisher, Harry Osborn donning the guise of the Green Goblin and the infamous Spider-Mobile. Completely at home in the cityscapes that Spider-Man called home, Andru's approach kept Spider-Man at the top of the sales charts through the decade. He also drew the first Marvel/DC crossover, *Superman vs. The Amazing Spider-Man*.

In 1978, Andru returned to DC in an editorial capacity, with his art focused mainly on covers, but his pencils would grace the interiors of books like *Atari Force*, *Jonah Hex*, *Vigilante* and *Blue Beetle*. He largely retired from the field by the late '80s and passed away shortly after his last work was published in 1993. In 2007, Andru and his longtime collaborator Mike Esposito were inducted into the Eisner Hall of Fame.

JIM MOONEY

A prolific comics artist since the 1940s, Jim Mooney proved nimble enough at penciling and inking that he gained a reputation for both disciplines that kept him in constant employ for decades. Tabbed by his peers with the nickname "Gentleman" Jim for his positive and polite demeanor, he became an artist revered by fans of both DC and Marvel Comics.

Mooney broke into the business working under the tutelage of such luminaries as Will Eisner, Lou Fine and Nick Cardy. He would grow to find his artistic voice alongside peers like George Tuska and Ruben Moreira, freelancing for many of the era's most prominent publishers. As the decade progressed, his work at DC took prominence. Mooney was crafting stories of the Dynamic Duo in both *Batman* and *Detective Comics*, plus Robin stories in *Star-Spangled Comics*. He also drew many of the seminal adventures of Tommy Tomorrow in *Action Comics*. It was while drawing Supergirl in the pages of *Action Comics*, however, that Mooney crafted an enduring legacy with his clean, illustrative take on Superman's cousin.

Mooney worked at DC until 1968, when his bold, streamlined style was called upon to team with John Romita on *The Amazing Spider-Man*. It would be the beginning of a relationship with the web-slinger that would lead to almost two decades of memorable penciling and inking of the character, including *The Spectacular Spider-Man*, *Marvel Team-Up* and the flagship title. Mooney lent his hand to virtually every title Marvel produced in one way or another including noteworthy runs on *Ghost Rider*, *Man-Thing* and *Omega the Unknown*.

In 2008, Mooney passed away at the age of 89 after an extended illness.

GIL KANE

A gentleman and master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles and dynamic action present in every page gave Kane's work a language all its own.

Born in Latvia in 1926 as Eli Katz, his family moved to Brooklyn, New York, three years later. He studied art in high school but left when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics). He would also do spot work for the other studios, but with World War II roaring, the young man enlisted in the Army and served in the Pacific.

Upon his return, he permanently adopted the pseudonym Gil Kane and got back to the business of creating comics. By the late '50s, Kane truly began to make his mark, introducing the new Green Lantern, Hal Jordan, in the pages of *Showcase*. To fill in time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Kane represented some of his finest work to date. He would gain greater acclaim for his run on *The Amazing Spider-Man* that included the first comics to buck the Comics Code. A few years later, he was also behind the drawing board for the pivotal "Death of Gwen Stacy" story line.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering dozens of iconic images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Kane gave life to the newly christened hero Adam Warlock and introduced the kung fu action hero Iron Fist.

Always searching to expand the audience, format and sophistication of the medium, Kane conceived and illustrated the independent graphic novel *Blackmark* in 1971. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Kane's work appeared regularly until 2000, with brief stops in the '70s and '80s when he worked in TV animation. He was ushered into the Eisner Hall of Fame in 1997 and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

Biographies researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS

THE MARVEL MASTERWORKS LIBRARY PRESENTS THE WORLD'S GREATEST COMIC BOOKS, PAINSTAKINGLY RESTORED FROM THE HIGHEST-QUALITY SOURCES AND WITH THE MOST DILIGENT ARCHIVAL METHODS.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-19
ANT-MAN/GIANT-MAN VOLS. 1-2
THE AVENGERS VOLS. 1-18
THE BLACK PANTHER VOLS. 1-2
CAPTAIN AMERICA VOLS. 1-9
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-12
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-6
DOCTOR STRANGE VOLS. 1-8
THE FANTASTIC FOUR VOLS. 1-19
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-11
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-10
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-2
LUKE CAGE VOLS. 1-2
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-3
MARVEL TWO-IN-ONE VOLS. 1-2
THE MIGHTY THOR VOLS. 1-16
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOL. 1
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOL. 1
SPIDER-WOMAN VOL. 1
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-10

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AND THE
ICEMAN
FIRE VS ICE IN THE BATTLE OF THE CENTURY!
THIS TIME YOU'VE MAD IT, TORCH! HERE'S WHERE I PUT YOU IN COLD STORAGE -- FOR KEEPS!
NOT AFTER MY NEXT FIREBALL MELTS YOU DOWN TO SIZE!
CO-STARRING THE UNCANNY X-MEN AND THE MARAUDING MENACE KNOWN AS--
EQUINOX!

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MARVEL TEAM-UP
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MARVEL TEAM-UP
FEATURING
SPIDER-MAN AND BROTHER VOODOO
DON'T DO IT, MOONDOG! WE'VE FOUND YOU!
STAY BACK! YOU'RE TOO LATE TO SAVE HER!
SPIDER-MAN! HE'S DEFYING US!
MOONDOG IS ANOTHER NAME FOR MURDER!

MARVEL COMICS GROUP
MARVEL TEAM-UP
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MARVEL TEAM-UP
FEATURING
SPIDER-MAN AND DAREDEVIL
ACTION -- IN THE MIGHTY MARVEL MANNER!
THEY'RE BACK!! THE UNHOLY TRIO! CAT-MAN-- BIRD-MAN-- AND APE-MAN MAKES THREE!!

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GIANT-SIZE SPIDER-MAN AND MASTER OF KUNG FU
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MARVEL TEAM-UP
FEATURING
SPIDER-MAN AND THE INCREDIBLE HULK
KEEP BACK, HULK! YOU'LL FREE THIS PRISONER OVER MY DEAD BODY!
A MIGHTY MARVEL MILESTONE! WHO BUT OUR GRUESOME GREEN GIANT WOULD BREAK INTO A PRISON--
THEN-- HULK WILL SMASH!
ALL THIS, AND THE CHAMELEON AS WELL!

MARVEL COMICS GROUP
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MARVEL TEAM-UP
FEATURING
SPIDER-MAN AND THE FALCON
C'MON FALCON-- WE'VE GOT 'EM CORNERED!
THAT'S WHAT YOU THINK, RED-HEAD! YOU COME ANY CLOSER-- AND THE WOMAN DIES!
INSIDE SPIDEY AND FALCON-- LOCKED IN MORTAL COMBAT WITH THE MAN-MENACE CALLED
MIDAS!

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